

# Alberta Association of Police Governance

## Policy & Procedure Manual

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## **1. Organizational Background**

### **1.1 Intent**

This manual includes policies and procedures designed to assist the AAPG in conducting business as responsibly, efficiently, and consistently as possible from year to year.

The legal status and operating parameters of AAPG are set out in the AAPG Bylaws, which are filed with the Alberta Corporate Registry under the provisions of the Societies Act S-14, RSA 2000, incorporating the AAPG as a not-for-profit society as of February 4, 2003.

The manual provides clarification of operational policy and procedure set out by and for the AAPG Board of Directors. It is expected that the manual will be modified and updated, as appropriate, in accordance with the Bylaws. Proposed amendments to either the manual or the Bylaws can be directed to:

Chair, Alberta Association of Police Governance

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Lakeview Post Office  
Calgary, AB T2E 7C6

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### **1.2 Mission Statement**

To connect member agencies to best practices and unified perspectives; and advocate with stakeholders to elevate the provision of effective and accountable policing in Alberta.

### **1.3 Vision Statement**

An effective community of police governance and oversight organizations who together build capacity and strength through a common voice for the provision of effective and accountable policing services across Alberta.

### **1.4 Values**

Accountability  
Collaboration  
Ethical Conduct  
Respect  
Trust

## **1.5 Objectives**

The Objectives of the Association are:

- (a) to support excellence in civilian governance of police services;
- (b) to facilitate educational opportunities for members to acquire information and knowledge about their roles and responsibilities;
- (c) to provide forums for members to exchange information and communicate ideas concerning civilian governance of police services;
- (d) to serve as an advocate by expressing and promoting unified views to the public, criminal justice authorities and other appropriate forums.

## **1.6 Guiding Principles**

The AAPG will be guided in its policy formulation by the following principles:

1. Police governance and oversight bodies in Alberta are entitled to information and resources that will permit them to fulfill their legislated responsibilities;
2. Police services should be held accountable through governance and oversight by citizen members of the community served;
3. Community governance and oversight of police, when working optimally, creates a separation between politics and policing; and
4. Crime-prevention through social policy is an essential part of any public safety strategy.

## **2 Administration**

### **2.1 Membership**

Article 7 of the AAPG Bylaws sets the criteria for Full and Associate membership with the AAPG.

2.1.1 In keeping with AAPG's current Bylaws, full membership status will be restricted to police commissions and policing committees as established in the Police Act.

2.1.2. Those who do not qualify for full membership, may apply for associate membership, in accordance with the requirements of the Bylaws.

2.1.3 Application forms are available on the AAPG website.

## 2.2 Membership Fees

2.2.1 Full annual membership fees are set at the following rates:

- \$1000 for an agency overseeing a police service of over 500 police officers;
- \$500 for an agency overseeing a police service of between 76 - 500 police officers; and
- \$100 for an agency overseeing a police service of 75 and fewer police officers.

2.2.2 Annual associate membership fees are set at \$100.

2.2.3 Membership fees will be collected by way of invoice/notice of membership renewal sent to member organizations on an annual basis.

## 2.3 Board of Directors

Article 8 of the AAPG Bylaws sets the rules with respect to eligibility, authority and meetings of the Board of Directors.

2.3.1 The Board strives to meet monthly. Most Board meetings will take place by way of conference call, with at least two Board meetings per year taking place in person.

- Supporting materials for each Board meeting agenda should be distributed to the Board at least three (3) days ahead of the meeting.

2.3.2 Minutes of Board meetings will be recorded and, once approved, will be made available to member organizations upon request. In camera meeting minutes will be recorded separately. Normally, the recording of Board meeting minutes is delegated to the Executive Director.

2.3.3 Minutes will record decisions of the Board and will include enough supporting information that Officers and Directors can recall the basis for decisions.

2.3.4 Action items arising from Board meetings will be tracked and distributed to the Board at each subsequent Board meeting, along with draft minutes.

2.3.5 Member organizations are requested not to distribute AAPG minutes or other records outside the member organization unless expressly authorized by the Board.

2.3.6 The following process will guide the Board in the exercise of its discretion under Article 8.5 of the AAPG Bylaws:

1. mid-term vacancies on the AAPG Board of Directors will be filled at the discretion of the Board, considering the timing of the next AGM.

2.3.7 The Secretary will be responsible for:

1. Maintaining the Bylaws by processing suggested amendments to the Board for approval and presenting such amendment proposals for approval at the AGM.
2. Maintaining the Policy Manual and processing amendments to the Policy Manual for Board consideration and approval.

## **2.4 Voting**

2.4.1 Quorum for a Board of Directors' meeting will be a majority of the elected members.

2.4.2 Voting on issues within the authority of the Board will be exercised by Officers or Directors present at scheduled Board meetings, whenever possible.

2.4.3 Voting on urgent matters within the Board's authority can take place outside of scheduled Board meetings and by way of E-mail. A vote on an urgent matter will be recorded in the minutes of the next scheduled Board meeting.

2.4.4 A majority of quorum for the Board may determine AAPG's position on urgent matters.

## **2.5 Conduct of Board Members**

2.5.1 Board members are required to conduct themselves in a manner that is consistent with both their responsibilities to their member organization as well as the objectives of the AAPG.

2.5.2 Board members will not share information outside the organization that is deemed sensitive or confidential, and will not use such information for personal gain, or to benefit friends, relatives or associates.

2.5.3 Breaches of 2.5.1 and 2.5.2 may be cause for removal from the Board.

## **2.6 Personnel and Other Contracts**

2.6.1 The Board may hire staff and/or consultants, who will be given specific responsibilities and written job descriptions and who are accountable to the Board.

2.6.2 Staff performance and remuneration shall be reviewed by the Board and/or the Chair annually

2.6.3 Legal and other professional service contracts must be approved in advance by the Board.

## **2.7 Communication**

2.7.1 The Chair is the official spokesperson for the AAPG and represents the AAPG in all matters before government and the media.

2.7.2 All correspondence sent or received by or for the Chair or Board members is forwarded to the AAPG office for response, filing and distribution.

2.7.3 The AAPG hosts a website, which is managed by AAPG staff and volunteers at the direction of the Board.

- The Executive Director and one Board volunteer will have full edit / management capacity for website content.

2.7.4 The AAPG publishes a newsletter, at least three times per year, made available on the AAPG website.

## 2.8 Finances

Article 11 of the AAPG Bylaws sets the rules with respect to fiscal responsibility.

2.8.1 The AAPG will invest surplus funds from time to time in interest-bearing accounts at financial institutions which provide Canadian Deposit Insurance Corporation insurance, or which are insured by the Province of Alberta, where the amount of the deposit shall not exceed the maximum insured level and the Treasurer will report such transactions to the Board.

2.8.2 The Treasurer will report at least quarterly to the Board in writing on the status of the AAPG budget including variances and financial statements.

2.8.3 Monies will be expended only in accordance with the annual budget or as otherwise authorized by the Board.

2.8.4 Donations from members or others will only be accepted by the Board if they are in line with the objectives of the AAPG and do not compromise the integrity of the Association.

2.8.5 Donations to, or sponsorship of, other organizations is permitted only when congruent with the objectives of the AAPG and with approval of the Board of Directors.

2.8.6 The Chair, Vice-Chair, Treasurer, Secretary and staff, where applicable, will have signing authority on the account(s). Two of the above must sign all AAPG cheques.

2.8.7 Board members and staff will be reimbursed for reasonable travel expenses incurred when attending meetings and conducting business for and on behalf of the AAPG.

2.8.8 For the purposes of the reimbursement of mileage, the most current mileage rate for Alberta posted by the Canada Revenue Agency will apply. Where flights are more cost / time effective, ordinary reimbursement policy will apply.

2.8.9 Meal expenses will be reimbursed upon provision of receipts and according to the following allowable maximums:

\$15 – breakfast, \$20 – lunch, \$30 – supper, or \$65 daily maximum, plus GST.

The daily maximum can only be claimed if travelling over all three meal periods.

No claim may be made for breakfast already included within the cost of the accommodation.

No claim may be made for meals included within the conference (meeting) registration fee.

2.8.10 Reasonable hosting expenses above the maximums listed above will be reimbursed upon the provision of receipts and with the approval of the Board of Directors.

2.8.11 Alcohol expenditures will not be reimbursed other than for approved hosting purposes, such as stakeholder meetings and conference events.

## **2.9 Association Meetings**

Articles 9 and 10 of the AAPG Bylaws set the rules with respect to general or special association meetings.

2.9.1 Time permitting; a Call for Resolutions will be distributed to the members at least 90 days before the next annual, special or general meeting.

2.9.2 The general order of business for the Annual General Meeting as coordinated by the Chair is as follows:

- Call the Meeting to Order
- Adoption of the Agenda
- Approval of Minutes of Previous AGM
- Executive and Committee Reports
- Resolutions
- Election of the Board of Directors
- Appointment of Financial Auditors
- Other Business
- Adjournment and Location of Next Conference and AGM

2.9.3 Typically, the AAPG will host an educational/networking conference at the same time as it holds its Annual General Meeting.

2.9.4 The registration fee for the annual conference and AGM will be set by the board annually.

2.9.5 AAPG will pay for fees and expenses for 'out to town' conference keynote speakers, as necessary and approved by the Board.

2.9.6 AAPG will not typically pay expenses for other conference speakers, but may decide to do so on a case-by-case basis such as when not covering expenses would be a barrier to participation.

2.9.7 Speakers who are invited to take part in one or more conference panel(s) or presentation(s) and whose expenses are not being covered by AAPG will receive a full conference registration.

2.9.8 Solicitation for determination of a host town/city for the Annual General Meeting will seek interest 2 years in advance. A 'Request for Proposal' will be made available to all members.

2.9.9 The Board will approve the host town/city at the January Board meeting approximately 16 months in advance of the AGM.

## **2.10 Privacy**

2.10.1 As a not-for-profit organization, the AAPG is subject to the Personal Information Protection Act, S.A. 2003, c.P-6.5 with respect to the collection, use and disclosure of personal information related to a commercial activity.

## **2.11 Annual Review**

2.11.1 The policies and procedures in this manual will be reviewed annually.

## **2.12 Document Retention**

2.12.1 Documents will be retained in both digital and hard copy, in accordance with the AAPG '*Records Retention and Disposition Schedule & Destruction Log.*' (Approved 2015, Updated June 2017)

# **3. Appendices**

## **3.1 Rules of Order Guidelines**

1. Board meetings shall be governed by these rules.
2. The Chair of the Board is responsible for ensuring that all by-law obligations respecting Board meetings are satisfied.
3. Board meetings shall be called to order by the Chair at the time specified in the notice of meeting and upon satisfaction of quorum.
4. The Chair of the Board is responsible and shall ensure that meeting order and decorum is maintained and that all members are treated with dignity, courtesy, and fairness during a meeting.
5. Board members are obliged to act with courtesy and respect in discussion and debate with fellow Board members and to keep their comment relevant to the issue under consideration.
6. Board meetings will be conducted at a level of informality considered appropriate by the Chair, including that discussion of a matter may occur prior to a proposal that action be taken on a given subject.
7. At the commencement of a Board meeting, and as a first matter of business, the Board shall consider the pre-circulated meeting agenda provided by the Chair and shall adopt by motion that agenda. The approved agenda shall subsequently be followed in the order adopted.
8. Proposals that the Board take action or decide a particular matter shall, unless otherwise agreed by unanimous consent, be made by motion of a board member, discussed and then voted on. Motions do not require a second to proceed to discussion and subsequent vote.
9. A majority vote will decide all motions before the Board, excepting those matters in the By-Laws or Articles of Association which oblige a higher level of approval.
10. A vote on a motion shall be taken when discussion ends but any Board member may, during the course of debate, move a motion for an immediate vote which, if carried, shall end discussion and the vote on the main motion shall then be taken.
11. A motion to amend a main motion may be amended but third level amendments are not permitted.

12. A motion to refer to a committee, postpone or table may be made with respect to a pending main motion and, if carried, shall set the main motion aside accordingly.
13. Board members may speak to a pending motion on as many occasions, and at such length, as the Chair may reasonably allow.
14. The Chair may, to the same extent as any Board member, make motions, engage in debate, and vote on any matter to be decided.
15. A motion to adjourn a Board meeting may be made by any Board member or, on the conclusion of all business, adjournment of the meeting may be declared by the Chair.
16. The Board shall, in the event of procedural controversy, consider Roberts Rules of Order as a resource guide.

### **3.2 Guest Attendance Guidelines**

1. The attendance of guests at AAPG Board meetings shall be governed by these rules.
  - AAPG acknowledges that guests are a valued addition to Board meetings and shall be encouraged to attend.
  - The Chair is responsible for ensuring that all guests are approved and invited to the required meeting(s) by the Board or Executive Director.
  - All Board meeting agendas shall include “Guest Presentations” as item 2, following the Call to Order. “Guest Presentations” includes presentations, discussions, updates, consultations and similar. Decisions, when necessary, will be concluded in the ‘business’ portion of the agenda.
  - “Solicitor General’s Office Updates” will be included as a sub-item of “Guest Presentations” on all Board meeting agendas.
  - All Guest Presentation written materials are to be received by the close of business on the Thursday prior to a Monday teleconference call.
  - All Guest Presentation written materials are to be received by the close of business on the Friday one week in advance of any in-person meeting.
  - All Guest Presentations will take place and guests will be excused prior to any items of Board business, other than the Call to Order.
  - The AAPG Board may invite partners and stakeholders to be guests at meetings as part of the stakeholder outreach program, in order to improve relationships and increase awareness of items and issues of interest throughout the province.

### 3.3 Investment Policy

#### 1. Definitions and Interpretation

Association: means the Alberta Association of Police Governance.

Board: means the Board of Directors of the Alberta Association of Police Governance

Investment Manager: means those firms or individuals appointed by the Board for the investment of assets.

Investment Policy: means a formal statement approved by the Board which provides the basis upon which a fund or pool of funds is to be invested.

Risk: means the uncertainty of future investment returns.

In this document, the use of the masculine gender includes the feminine gender, the singular includes the plural, and the headings do not form part of the policy and are to be used for convenience of reference only.

#### 2. General

a. The Association's vision is:

An effective community of police governance and oversight organizations who together build capacity and strength through a common voice for the provision of effective and accountable policing services across Alberta.

b. The Association's mission is:

To connect member agencies to best practices and unified perspectives; and advocate with stakeholders to elevate the provision of effective and accountable policing in Alberta.

c. The Association's primary source of funding is an annual grant from the Government of Alberta. Additional funding comes from membership and conference fees, as well as annual donations from the Calgary and Edmonton Police Commissions.

d. The Organization is a tax-exempt organization, in accordance with the Income Tax Act.

e. The purpose of the Investment Policy is to provide a clear statement of the Association's investment objective, to define the responsibilities of the Board and any other parties involved in managing the Association's investments, and to identify permissible investments.

f. This Investment Policy shall apply to all investments of the Association. Investments shall be made within the Province of Alberta.

### 3. General Terms of Investment

- a. The overall investment objective of the Association is to minimize risk and expenses. The primary objective is the safeguarding of principal.
- b. All transactions shall be for the sole benefit of the Association. All investments shall be held in the name of the Alberta Association of Police Governance by approved institutions.
- c. The Board shall review the Association's investment policy on an annual basis. Amendments may be made at any time, as approved by the Board.
- d. The Board shall conduct an annual review of the Association's investment assets.
- e. Any investment that is not expressly permitted under this Policy must be formally reviewed and approved by the Board.
- f. The Board has ultimate responsibility for the investment and management of the Association's investment assets. The Board will make all investment decisions using the standard of care of a reasonable non-profit board volunteer in a similar association. Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence and discretion exercise in the management of their own affairs, not for speculation, but for investment, considering the preservation of capital, as well as the probable income to be derived. The Board, acting in accordance with this policy and exercising due diligence, shall be relieved of personal responsibility for an individual investment's risk or market price changes.
- g. Board members involved in the investment process shall refrain from personal business activity that could conflict with the proper execution and management of the investment program or that could impair their ability to make impartial decisions. Material interests in financial institutions with which the Association conducts business shall be disclosed.
- h. The Board will make investment decisions. Those Board members with bank signing authority will implement investment decisions.
- i. The Board may hire outside experts as investment consultants or investment managers. If an investment manager is hired:

Each investment manager will invest assets placed in his, her or its care in accordance with this investment policy.

Each investment manager must acknowledge, in writing, acceptance of responsibility as a fiduciary.

Each investment manager will have full discretion in making all investment decisions for the assets placed under his, her or its care and management, while operating within all policies, guidelines, constraints, and philosophies outlined in this Investment Policy.

Each investment manager will provide quarterly and annual reports to the Board about all investments and investment decisions.

Each investment manager will acknowledge, in writing, the Board's right to commence proceedings against the investment manager if the Association suffers a loss because of a breach of duty of the investment manager.

A copy of this Investment Policy, and any amendments, will be provided to any investment manager. Each investment manager will acknowledge and agree, in writing, to comply with the

terms of a new investment policy within 60 days, failing which the appointment will be terminated and a new investment manager will be retained, as necessary.

- j. A copy of this Investment Policy, and any amendments, will be provided to the Association's auditor.
- k. A cash account shall be maintained with a zero to very low risk tolerance to keep cash available to pay expenses.
- l. Transactions shall be executed at reasonable cost, taking into consideration prevailing market conditions and services and research provided by the executing broker.
- m. Permitted investments include: Cash and cash equivalents, Guaranteed Investment Certificates (GICs) and other low risk investment vehicles as approved by the Board.
- n. High risk transactions are prohibited and include the purchase of non-negotiable securities, derivatives, high risk or junk bonds, private placements, precious metals, commodities, short sales, any margin transactions, straddles, warrants, options, life insurance contracts, leverage or letter stock.
- o. To ensure liquidity of assets, the maximum term for any investment is two (2) years.
- p. Income earned from the investment of funds will be reinvested, where the investment is renewed, or added to the cash account and used to pay expenses, where the investment is not renewed.

## **Associate Member Advisory Committee** **Terms of Reference**

### **Composition**

The Associate Member Advisory Committee will consist of three (3) individuals.

Any individual who is appointed to or nominated as a representative of an associate member pursuant to paragraph 7.1 of the AAPG Bylaws is eligible to be a member of the Associate Member Advisory Committee. The appointed or nominated individual must be a member of the board of the associate member in order to be eligible for such appointment or nomination.

### **Term of Membership**

Each year at the annual general meeting of the Association, the associate membership shall elect Associate Member Advisory Committee members who will maintain committee membership until the next Annual General Meeting of the Association.

Each Associate Member Advisory Committee member, whenever elected, shall maintain committee membership for a term of one year and may maintain committee membership up to a maximum of ten (10) consecutive years.

When any committee membership has been vacated, the AAPG Board at its discretion shall fill the vacancy by appointing another eligible individual to committee membership.

The committee membership of an Associate Member Advisory Committee member shall be automatically vacated when;

- a. the committee member resigns by delivering a written resignation to the Secretary of the Association;
- b. his Associate Member ceases to be a member of the Association;
- c. the committee member has failed to attend three consecutive Board meetings and the Secretary of the Association has served the committee member with written notice of that fact, unless such failure is excused by the Board at the next meeting thereafter;
- d. the committee member ceases, for whatever reason, to be a member of his member organization.

### **Formation Details**

The Associate Member Advisory Committee is formed to ensure that AAPG's associate membership can contribute to AAPG Board discussions so that the AAPG Board can be inclusive of and better represent the associate membership.

AAPG conference attendees who responded to the 2016 Conference Evaluation question regarding the formation of the Associate Member Advisory Committee were unanimous in their support of the creation of this committee.

### **Goals and Deliverables**

- a. Participate in AAPG Board Meetings
- b. Provide input, from the Associate Membership perspective, to assist the AAPG Board in decision making
- c. Improve the inclusiveness of AAPG and involve the Associate Membership in AAPG throughout the year
- d. Raise awareness of AAPG activities and member support services with the Associate Membership

## **Jurisdiction**

The Associate Member Advisory Committee will represent the associate membership of AAPG at AAPG Board meetings and will participate in AAPG Board meeting discussions. They can add items to the AAPG Board meeting agenda.

Associate Members do not have voting powers. While Associate Member Advisory Committee members can state their position on items for decision by the AAPG Board, decision making will be done by the AAPG Board.

## **Governance**

Associate Member Advisory Committee members will not be included in the quorum for AAPG Board meetings.

The Associate Member Advisory Committee will report to the AAPG Board and is dependent upon the AAPG Board. This committee is not independent.

## **Communications**

Associate Member Advisory Committee members will be included in the AAPG Board member group email lists and will be able to communicate with committee members and the AAPG Board through this list. Email is the preferred method of contact for AAPG.

Associate Member Advisory Committee members will be included in the AAPG Board member contact list and will provide AAPG with a contact phone number, mailing address and email address. The contact list is shared with the individuals on the list, subject to individual consent.

Associate Member Advisory Committee members will participate in AAPG Board meetings. Generally, this includes 8 teleconferences and 2 in-person meetings each year, with one meeting each month, excepting August and December.

## **Resources**

AAPG pays the cost of teleconferencing services.

AAPG pays the cost of mileage for attendance at in-person meetings, in accordance with the provisions of its policy and procedure manual.

## **Applicable Policies / By-laws**

- AAPG Objectives and Bylaw
- AAPG Strategic Plan
- AAPG Business Plan and Budget
- AAPG Policy and Procedure Manual
- AAPG Privacy Policy
- AAPG Records Retention and Disposition Schedule

## **Review**

These Terms or Reference will be reviewed annually.