

STANDING COMMITTEE OF COUNCIL

GOVERNANCE, BY-LAW AND POLICY COMMITTEE

Terms of Reference

Approval authority	Council	Council resolution	Resolution: 115/26
Effective date	2026-09-02	Review date	At least once each Council term
Administrative lead	Chief Administrative Officer / Clerk	Committee type	Standing advisory committee of Council

1. Purpose

The Governance, By-law and Policy Standing Committee (the “Committee”) assists the Council of the Municipal District of St. Stephen (“Council”) in carrying out its governance and oversight responsibilities for Council governance, municipal by-laws, Council policies, legislative compliance, transparency, and related public engagement.

Governance role. The Committee reviews, questions, monitors, and recommends. Council decides. Administration manages municipal operations and implements Council direction.

2. Authority and Accountability

The Committee is established by Council and reports to Council. It may make recommendations within this Terms of Reference but has no authority to:

- adopt, amend, or repeal a municipal by-law or Council policy; approve a committee terms of reference or governance framework; authorize a contract or expenditure; or decide any other matter reserved to Council by legislation, by-law, policy, or Council resolution;
- direct municipal employees, assign administrative work, or exercise the authority of the Chief Administrative Officer / Clerk or another municipal official;
- commit the Municipality to any expenditure or obligation; or
- speak on behalf of Council unless expressly authorized by Council.

Council may refer additional governance, by-law, policy, legislative, or public-accountability matters to the Committee by resolution. If this Terms of Reference conflicts with legislation or a municipal by-law, policy, or Council resolution, the higher authority prevails.

3. Mandate and Responsibilities

3.1 Governance framework

- review matters concerning Council governance, accountability, transparency, ethics, procedural fairness, and the effectiveness of Council and committee structures;
- recommend improvements to governance frameworks, committee mandates, delegations, accountability mechanisms, and Council decision processes;

- monitor significant governance trends, legislative developments, and recognized municipal practices that may warrant Council attention; and
- consider governance matters referred by Council and report recommendations within the scope and timing established by Council.

3.2 Municipal by-laws

- consider the need for new, amended, consolidated, or repealed by-laws based on Council direction and administrative advice;
- review the policy objectives, regulatory choices, public impacts, enforceability, administrative practicality, and consistency of proposed by-laws;
- recommend policy directions to Council before detailed drafting where the matter involves significant choices; and
- review administration-prepared draft by-laws and recommend whether they should proceed to Council, be revised, or receive further consultation or legal review.

3.3 Council policies

- review proposed and existing Council policies for clarity, alignment with Council priorities, accountability, consistency, and practical administration;
- recommend adoption, amendment, consolidation, scheduled review, or repeal of Council policies;
- distinguish Council policy from administrative procedures, guidelines, practices, and operational instructions; and
- avoid prescribing administrative methods where Council's required outcome and accountability expectations can be stated without operational direction.

3.4 Council Procedure By-law

The Committee shall include the Council Procedure By-law in its annual work planning and may recommend a focused or comprehensive review when warranted. Review shall consider statutory requirements, meeting effectiveness, public access, accessibility, procedural clarity, committee practice, administrative workability, and lessons from implementation.

3.5 Registers, schedules, and work planning

- receive, for governance oversight, an administration-maintained inventory of Council by-laws and policies and their scheduled review dates;
- establish and maintain, with administrative support, a cross-referencing guide that identifies material relationships, dependencies, authorities, definitions, procedures, and potential conflicts among municipal by-laws and policies;
- use the cross-referencing guide when considering a proposed adoption, amendment, consolidation, or repeal so that related documents and any required consequential amendments are identified and considered before a recommendation is made to Council;
- review the cross-referencing guide at least annually and recommend any priorities needed to address inconsistencies, duplication, gaps, obsolete references, or alignment issues;
- recommend priorities for the Committee's annual work plan, subject to Council approval and available administrative capacity; and
- monitor progress at a governance level without assuming responsibility for project management or staff supervision.

3.6 Legislative compliance, transparency, and engagement

- consider whether proposed governance instruments are consistent with applicable legislation, based on advice from the Clerk, administration, and legal counsel;

- promote plain language, public accessibility, transparent decision-making, and proportionate consultation;
- recommend public or stakeholder engagement where it would materially improve Council's understanding or the quality of a decision; and
- review engagement results presented by administration without delegating Council's legislative or policy authority to participants.

3.7 Coordination with other committees

- Where a matter falls or may fall within the mandate of more than one committee, the matter shall be brought to Council for confirmation of the lead committee, the scope of each committee's involvement, and the expected reporting process.
- The lead committee shall coordinate its review through the Chief Administrative Officer / Clerk. Other affected committees may provide input within the scope assigned by Council. Administration should, where practical, coordinate information and reporting to avoid duplicate reviews, competing work plans, and repeated requests for substantially the same work or advice.
- A joint information session may be held where it would support an efficient and informed review; however, each committee shall maintain its own quorum, minutes, and recommendations unless Council establishes a joint committee or another process by resolution.
- Where affected committees reach different conclusions, their recommendations and supporting reasons shall be presented together or cross-referenced in the report to Council. Coordination does not authorize a committee to act outside its mandate, direct administration, commit municipal resources, or make a decision reserved to Council.

4. Membership

- The Committee shall consist of the Mayor and two Councillors appointed by Council as voting members. Council may also appoint up to one public member as a voting member.
- The Mayor shall serve as Chair.
- Council members shall at all times constitute a majority of the Committee's filled voting positions.
- A public member should bring relevant governance, legislative, policy, legal, accessibility, public-engagement, or community knowledge or experience. The public member serves the Municipality as a whole and does not represent a particular organization, interest, or constituency.
- Council may appoint one Councillor as an alternate. The alternate may participate and vote only when replacing an absent Councillor member and does not increase the Committee's voting membership. The alternate shall not replace the public member.
- All voting members shall be independent of municipal administration.
- The Chief Administrative Officer / Clerk, other staff, legal counsel, and advisors may attend in a non-voting capacity when requested or required.

5. Appointment, Term, and Vacancies

- Council shall appoint the two Councillor members, may appoint up to one public member, and may appoint a Vice-Chair from among the Councillor members.
- Recruitment and appointment of a public member shall be open, transparent, skills-based, and consistent with applicable municipal policy.
- Each appointment shall be for a one-year term ending when Council makes its next annual committee appointments. Members may be reappointed and shall continue to serve until their successors are appointed unless they resign, cease to be eligible, or are removed by Council.
- A member appointed to fill a vacancy shall serve for the remainder of the unexpired term. Council may fill a vacancy or change an appointment at any time. A vacancy does not invalidate Committee proceedings provided quorum is maintained.

- The Committee may carry out its mandate when no public member has been appointed or while the public-member position is vacant, provided quorum is maintained.
- The Vice-Chair acts when the Chair is absent or unable to act.

6. Meetings and Procedure

- The Committee shall ordinarily meet monthly and may hold additional meetings when required. The Chair may call a meeting in coordination with the Clerk and Chief Administrative Officer.
- Meetings shall be conducted in accordance with the Local Governance Act, the Municipality's procedural by-law, this Terms of Reference, and any other applicable Council policy.
- Committee meetings shall be open to the public except where a closed meeting is authorized by law. Electronic participation is permitted only in accordance with applicable law and the procedural by-law.
- A majority of the Committee's filled voting positions constitutes quorum. Accordingly, quorum is two when three voting positions are filled and three when all four voting positions are filled. An alternate replacing an absent Councillor member counts toward quorum. Non-voting staff and advisors do not count toward quorum.
- Each voting member present has one vote. A tie vote is defeated. Proxy voting is not permitted.
- The Chair shall approve agendas in consultation with the Chief Administrative Officer / Clerk or designate. Materials should normally be distributed sufficiently in advance to permit informed review.
- The Clerk or designate shall ensure that notice, agendas, records of closed meetings, and minutes are prepared and retained as required. Minutes shall record recommendations and decisions without attributing debate unless required by law or the procedural by-law.

7. Conduct, Conflicts, and Confidentiality

- Members shall comply with applicable conflict-of-interest requirements, the Council Code of Conduct where applicable, and municipal confidentiality and information-management requirements.
- A member shall disclose any actual or potential conflict and refrain from participating when required by law or policy.
- Confidential information received through Committee service shall be protected and used only for authorized municipal purposes.

8. Access to Information and Advice

Through the Chief Administrative Officer / Clerk, the Committee may request information reasonably required to carry out its mandate. Requests that would require substantial unplanned work, external advice, or expenditure shall be referred to Council or addressed through the Municipality's approved budget and procurement processes.

The Committee may request the attendance of an appropriate municipal official or advisor. Any engagement of independent legal, governance, legislative, policy, or other professional advice requires prior Council authorization unless already authorized by policy and budget.

9. Reporting to Council

- Committee recommendations shall be presented to Council through approved minutes, a Committee report, or a staff report, as appropriate.
- Recommendations are not binding until adopted by Council.
- The Chair shall provide an annual report summarizing the Committee's work, attendance, significant findings, outstanding matters, and priorities for the next year.
- Material governance, legislative, by-law, policy, or public-accountability concerns shall be reported to Council promptly.

10. Administrative Support and Budget

The Chief Administrative Officer shall identify appropriate administrative support. The Clerk or designate shall provide meeting and records support. Administration remains responsible for research, reports, legislative and policy analysis, drafting, legal coordination, consultation administration, implementation advice, and the technical upkeep of the cross-referencing guide under the Committee's governance oversight. The Committee has no independent budget unless Council establishes one through the annual budget process.

11. Remuneration

Council members shall receive remuneration only as provided by the applicable remuneration by-law or policy. The public member shall serve without remuneration unless Council determines otherwise, but may be reimbursed for authorized expenses in accordance with municipal policy.

12. Review of Terms of Reference

The Committee shall review this Terms of Reference at least once during each Council term and recommend any amendments to Council. Council may amend or revoke this Terms of Reference at any time.