



Halifax Water

Corporate Governance Manual

Approved September 26, 2024



**STRAIGHT from
the SOURCE**

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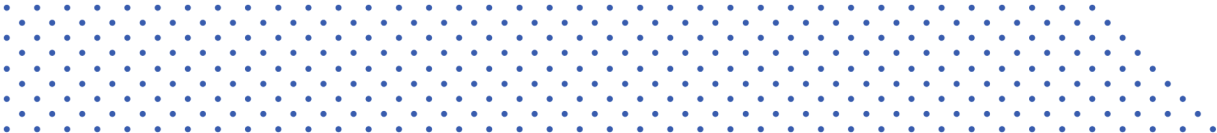


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1. INTRODUCTION

1.1 Legislative Authority

Halifax Water is a corporation continued by the [Halifax Regional Water Commission Act](#), S.N.S. 2007 c. 55, as amended ([Act](#)) for the purpose of acquiring, owning and operating water, wastewater and stormwater systems, facilities and utilities. In accordance with the [Act](#), Halifax Water is governed by a Board of Commissioners appointed by Halifax Regional Municipality (HALIFAX) Council.

1.2 Background

Halifax Water has provided potable water and fire protection services to the residents of the former City of Halifax since 1945. In 1996, in conjunction with the Halifax metro municipal amalgamation, the utility took on a regional mandate with the transfer of water assets from the City of Dartmouth and the Halifax County Municipality to Halifax Water. On August 1, 2007, HALIFAX transferred its municipal wastewater and stormwater assets to Halifax Water, at which time these services became regulated under the *Public Utilities Act*, R.S.N.S. 1989, c. 380, as amended.

1.3 Purpose of this Manual

The purpose of this Corporate Governance Manual (Manual) is to ensure that Halifax Water has effective corporate governance systems to guide the organization in achieving its corporate objectives. This Manual is a supplement to the [Act](#) and the common law principles of corporate governance.

1.4 Approval of the Corporate Governance Manual

The Halifax Water Board of Commissioners (Board) is the approving authority for this Manual and will review it annually or as the Board considers necessary.

2. OBJECTIVES AND ACCOUNTABILITY

2.1 Objectives for governance

Halifax Water's objectives for governance are to ensure that:

- a. the Board is representative of and accountable to its stakeholders;
- b. accountability, consultation, respect and transparency are reflected in the governance of Halifax Water; and
- c. Commissioners are accountable, qualified and possess the necessary skills to direct and guide Halifax Water to effectively manage its opportunities, risks, and ongoing needs.

2.2 Accountability

The Board is accountable to stakeholders for fulfilling the roles and responsibilities set out in the Act and this Manual.

2.3 Governance Style

The Board of Commissioners will govern in accordance with the [Act](#) and this Manual. In carrying out its roles and responsibilities pursuant to the Act and this Manual, the Board and the Commissioners shall consider the following:

- a. All interactions are respectful, courteous, and civil,
- b. Respect confidentiality of people and transparency of process,
- c. Be accountable for your actions and behaviours,
- d. Provide a safe, accessible work environment,
- e. Promote an inclusive environment,
- f. Treat employees and customers equitably,
- g. Lead by example, and
- h. Be positive and collaborative.

Commissioners, including non-voting Commissioners, shall participate in discussion as equals and dissenting points of view shall be encouraged for full exploration of an issue. Commissioners shall participate respectfully and productively in any discussion.

3. **BOARD OF COMMISSIONERS**

3.1 Appointment and Term of Commissioners

Commissioners of the Board are appointed and hold office in accordance with the [Act](#).

3.2 Role and Responsibilities of the Board of Commissioners

Further to the [Act](#), the Board has the following governance responsibilities:

- a. Oversee and approve, as appropriate:
 - i. the financial management, including setting the budget and appointing auditors,
 - ii. organizational performance measures and objectives,
 - iii. the mission, vision, and values,
 - iv. strategic plans and budgets,
 - v. the development of by-laws and policies,
 - vi. the budget for the Board and its Committees,
 - vii. the remuneration and expenses policy for Commissioners,
 - viii. standards for Commissioner conduct and ethics, including this Manual,
 - ix. the creation of and terms of reference for Board Committees,
 - x. protocols, registers, policies for the identification and management of risks,

- b. Appoint:
 - i. the Board Chair and Vice-Chair;
 - ii. the Secretary and Treasurer;
 - iii. the General Manager;
- c. Approve and adjust as appropriate the terms of employment and remuneration of the General Manager, as negotiated and recommended by the Executive Committee;
- d. Review and evaluate the General Manager's performance annually;
- e. Delegate to the General Manager, Committees or others such powers and duties as deemed necessary to assist in fulfilling these responsibilities.

3.3 Appointment of Chair and Vice-Chair

It has been customary that the Chair is appointed from among the private resident Commissioners and the Vice Chair from the HALIFAX Council Commissioners. The term of office of the Chair and Vice Chair are as approved by the Board.

3.4 Role and Responsibilities of the Chair

Further to the [Act](#), the Chair of the Board has the following responsibilities:

- a. Lead, facilitate and encourage fulfillment of the various roles and responsibilities set out in this Manual,
- b. Set the time and place for all meetings of the Board, in consultation with the Board and the General Manager,
- c. Ensure that all business set out in the agenda of the Board meetings is discussed and, if necessary, brought to resolution,
- d. Make all Commissioners aware of the General Manager's terms of employment and annual evaluation, and
- e. Promote an environment where Commissioners exhibit positive, informed and inclusive attitudes towards each other.

3.5 Role and Responsibilities of the Vice Chair

Further to the [Act](#), the Vice Chair has the following responsibilities:

- a. Exercise the roles and responsibilities of the Chair during an absence or vacancy in the office of the Chair, and
- b. Provide support to the Chair as needed.

3.6 Role and Responsibilities of the HALIFAX Staff Commissioner

Further to the [Act](#), the Commissioner appointed as HALIFAX staff representative has the following responsibilities:

- a. Act in accordance with the Commissioner Code of Conduct (Appendix I), including acting in the best interest of Halifax Water and reporting conflicts as they arise,
- b. Attend all Board meetings, unless otherwise provided leave of the Board,
- c. Provide notification to the Chair or the Secretary of any absence from a meeting as soon as possible in advance of that meeting,
- d. Participate in training and development, as appropriate, including attendance at workshops, conferences and seminars relevant to governance, and
- e. Sharing information between the Board and HALIFAX, as needed and without breaching confidentiality, for the purpose of facilitating operations of either Halifax Water or HALIFAX.

3.7 Role and Responsibilities of Commissioners

Further to the [Act](#), Commissioners have the following responsibilities:

- a. Act in accordance with the Commissioner Code of Conduct (Appendix I), including acting in the best interest of Halifax Water and reporting conflicts as they arise,
- b. Act as an agent and trustee of Halifax Water in the execution of its mandate and the protection of its assets,
- c. Participate respectfully in deliberations with fellow Commissioners,
- d. Support final decisions and/or motions adopted by the Board,
- e. Review all briefing material sent out prior to all meetings,
- f. Attend all Board meetings and all Committee meetings, unless otherwise provided leave of the Board,
- g. Provide notification to the Chair or the Secretary of any absence from a meeting as soon as possible in advance of that meeting,
- h. Sit on Board Committees, as required and approved by the Board,
- i. Maintain confidentiality of corporate information as required and/or directed,
- j. Participate in training and development, as appropriate, including attendance at workshops, conferences and seminars relevant to governance, and
- k. Foster a culture that embraces and promotes diversity, equity, fairness, human dignity, inclusion and workplace belonging.

3.8 Board Committees

The Board approves following committees and their attached terms of reference:

- a. Executive Committee (Appendix II),
- b. Audit and Finance Committee (Appendix III),
- c. Environment, Health and Safety Committee (Appendix IV), and
- d. Enterprise Risk Management Committee (Appendix V).

3.9 Role and Responsibilities of Board Committee Chairs

Further to the terms of reference for each Board Committee, Committee Chairs have the following responsibilities:

- a. Preside over Committee meetings,
- b. Establish meeting agendas in consultation with the Chief Executive Officer
- c. Fill any vacant position(s) on the Committee in a timely manner,
- d. Report to the Board the activities, decisions and recommendations of the Committee, and
- e. Promote an environment where Commissioners exhibit positive, informed and inclusive attitudes towards each other.

3.10 Commissioner Code of Conduct

The Commissioner Code of Conduct (Appendix I), shall be reviewed and signed by each Commissioner following appointment or re-appointment and otherwise annually.

3.11 Confidentiality of Information

Halifax Water is subject to the freedom of information and protection of privacy provisions of Part XX of the [Municipal Government Act](#). Commissioners and the Board shall uphold and protect the confidentiality of information received through the Board, including, but not limited to:

- a. The content of any Halifax Water customer file,
- b. *In camera* deliberations and/or decisions,
- c. Personnel matters, and
- d. Sensitive commercial information.

Any disclosure of non-confidential information should be limited to such individuals as are necessary to assist Commissioners in effectively carrying out their functions as Commissioners.

3.12 Conflict of Interest

Where a conflict of interest, as defined in the Commissioner Code of Conduct (Appendix I), is declared by a Commissioner or the Chair, the conflicted Commissioner must refrain from voting on and participating in any way in any matter directly or indirectly related to the subject matter of the conflict. This includes refraining from any attempt to influence decision making on any such matter.

4. GENERAL MANAGER, SECRETARY AND TREASURER

4.1 Role and Responsibilities of the General Manager

The General Manager is accountable to the Board and shall be evaluated in accordance with the General Manager performance management process established by the Board of Commissioners.

Further to the [Act](#), and subject to any other applicable policies passed by the Board, the General Manager is conferred with full authority, scope and executive powers by the Board to carry out the following responsibilities:

- a. Act in the best interest of Halifax Water,
- b. Provide strategic leadership and vision to Halifax Water,
- c. Supervise and manage the day-to-day operations of Halifax Water in a responsible and sustainable manner, including effectively staffing the organization,
- d. Develop and implement appropriate plans and budgets,
- e. Encourage and facilitate effective relationships with stakeholders, including development of an effective communications strategy,
- f. Ensure policies and procedures are developed, maintained, disclosed and updated as appropriate,
- g. Promote a culture of integrity, accountability, respect and civility,
- h. Ensure legal, regulatory and environmental compliance,
- i. Advise the Chair and/or the Board in a timely manner of any risks, issues, events or pending matters that may impact the Board's roles or responsibilities,
- j. Recommend organizational performance measures to the Board,
- k. Attend all Board and Board Committee meetings in a non-voting, *ex officio* capacity,
- l. Present to the Board an annual succession plan for key positions within Halifax Water, which includes a plan for temporary acting capacity,
- m. Delegate such duties and responsibilities as appropriate to ensure effective day-to-day operations,
- n. Foster a culture that embraces and promotes diversity, equity, fairness, human dignity, inclusion and workplace belonging,
- o. Promote a workplace where employees exhibit positive, informed and inclusive attitudes towards each other,
- p. Make or authorize expenditures, and enter into contracts on behalf of the Commission, for anything required for the Commission where the amount of the expenditure is budgeted,
- q. Sell personal property belonging to the Commission that, in the opinion of the General Manager is obsolete, unsuitable for use, surplus to requirements of, or no longer needed by, the Commission,
- r. Personally, or by an agent, negotiate and execute leases of real property owned by the Commission that are for a term not exceeding one year, including renewals;
- s. Establish departments of the Commission's administration,
- t. Adopt a system of classification of positions of the Commission's officers and employees and specify offices that must not be filled by the same person,
- u. Determine the salaries, wages and emoluments to be paid to the Commission's officers and employees, including payment pursuant to a classification system,
- v. Authorize, in the name of the Commission, the commencement or defense of a legal action or proceedings before a court, board or tribunal, including reporting the

- commencement of the legal action, defense or proceeding to the Commission at the next Board meeting,
- w. Settle a legal action or proceeding, for amounts up to and including \$100,000,
 - x. Approve real property acquisitions and disposals for amounts up to and including \$1,000,000, and
 - y. Any such other duties as the Board may direct or delegate from time to time.

4.2 Limitations of the General Manager

The General Manager shall not cause or allow any practices, activity, decision or organizational circumstances which are contrary to an approved motion of the Board, unlawful or in violation of commonly acceptable business or professional ethics.

The General Manager is not authorized to utilize funds in a manner contrary to the law or regulatory requirements.

4.3 Appointment of Secretary

The Board appoints General Counsel of Halifax Water as Secretary to the Board, who shall hold this position until such time as the Board, by resolution, determines otherwise.

4.4 Role and Responsibilities of the Secretary

The Secretary reports to the Chair and Committee Chairs on matters relating to the Board or Board Committees and to the General Manager for day-to-day operational matters.

Further to the [Act](#), the Secretary has the following responsibilities:

- a. Notify Commissioners of meetings and communications as directed by the Chair or the General Manager,
- b. Attend all Board and Board Committee meetings in a non-voting, *ex officio* capacity,
- c. Provide advice to the Board, Chair and/or Board Committees on governance or other issues, as needed,
- d. Maintain all official results of the Board and Board Committees, including policy decisions and minutes of all official meetings,
- e. Distribute to Commissioners all relevant Board materials and documents as directed by the Chair, the Committee Chairs, or the General Manager,
- f. Organize logistical support for Board and Board Committee meetings, including training and development events,
- g. Provide other support functions to the Board and the Chair, as needed;
- h. Provide support to the General Manager and Treasurer, as needed.

4.5 Appointment of Treasurer

The Board appoints the Chief Financial Officer of Halifax Water as Treasurer to the Board, who shall hold this position until such time as the Board, by resolution, determines otherwise.

4.6 Role and Responsibilities of the Treasurer

The Treasurer reports to the Chair and Committee Chairs on matters relating to the Board or Board Committees and to the General Manager for day-to-day operational matters.

Further to the [Act](#), the Treasurer has the following responsibilities:

- a. Manage the finances of Halifax Water,
- b. Implement appropriate systems of internal financial controls,
- c. Manage organizational risk, from a financial perspective,
- d. Develop long term financial plans and rate strategies to ensure adequate cash flow,
- e. Administer the Halifax Water Employees' Pension Plan and support the Board in their role as Administrators and Trustees of the Pension Plan,
- f. Treasury operations and controls,
- g. Manage daily cash balances,
- h. Track and analyze actual revenues and expenses against the annual budget,
- i. Liaise with bankers, auditors and regulators, as appropriate,
- j. Provide reports to the Board relating to the finances of Halifax Water,
- k. Attend all Board and Audit and Finance Committee meetings in a non-voting, *ex officio* capacity,
- l. Inform the Board of key financial events, trends, concerns, and fiscal health, and
- m. Report any fraud, significant policy violations or legislative non-compliance to the Chair of the Audit Committee and General Manager.

5. PENSION GOVERNANCE

The Board is responsible for the administration of the Halifax Water Employees' Pension Plan, including establishing the Pension Plan's governance framework and policies. The Board is responsible for approving amendments to the Pension Plan text, the trust agreements, contribution rates and funding, the audited financial statements, actuarial valuations and assumptions.

6. OPERATIONS

6.1 Board Agendas

Board meeting agendas shall be established in consultation with the Board Chair and Vice Chair, the General Manager and Secretary.

The Board approves the meeting agenda at the commencement of each meeting.

Sufficient time shall be allocated for the meeting as a whole and for individual agenda items to enable all views to be heard and considered before a decision is taken.

Items requested by Commissioners may be added to the agenda with the approval of the Board. Such items may be discussed at the meeting introduced, deferred to another meeting, and/or referred to staff.

The Chair or the Board may refer any matter on the agenda to a Board Committee, as appropriate.

6.2 Meetings

At the discretion of the Chair, and in consultation with the General Manager and/or Secretary, a minimum of five Board meetings shall be scheduled and held each fiscal year, not including the annual general meeting. These meetings may follow the Template Board Meeting Business Cycle (Appendix VII).

The Board and Board Committees may meet and/or render decisions in person, virtually, by telephone or via other forum that allows for effective meetings and decision-making.

Special meetings may be called by the Chair, the Executive Committee, or upon the written request of any 4 Board members. The purpose of the meeting shall be stated in the call, which shall be sent to all members at least 3 days before the meeting.

In exceptional circumstances and situations of unforeseen urgency, the Board may conduct business through email or electronic voting. Any motions approved through email or electronic voting must be ratified at the next regularly scheduled board meeting to ensure they are formally recorded and validated.

6.3 Annual General Meeting

The Board shall hold an annual general meeting (AGM) once per year, which shall be open to the public. The agenda of the AGM shall include presentation of strategic initiatives, major capital initiatives, and year-end financial results.

6.4 Open Board Meetings

Halifax Water promotes a high degree of openness and transparency to maintain the confidence of stakeholders. Halifax Water Board meetings are open to the public, which is accomplished by allowing members of the public to attend in-person meetings, live-broadcasting meetings where possible, and/or posting audio/video recordings of Board meetings on the Halifax Water website in a timely manner.

All Board meeting agendas and materials will be available to the public via the Halifax Water website.

Only at the AGM will members of the public be provided an opportunity to speak and/or ask questions of the Board or Halifax Water staff. At all other public meetings of the Board, members of the public are permitted to observe only. Members of the public may request meetings with Halifax Water staff at any time.

Meetings of Board Committees are not open to the public.

6.5 In Camera Board Meetings

Board meetings are open to the public, with the exception of the following matters, which shall be discussed and deliberated *in camera*:

- a. Acquiring or disposing of property,
- b. Personnel matters,
- c. Labour relations issues,
- d. Specific customer case files,
- e. Contract negotiations,
- f. Litigation and potential litigation,
- g. Legal advice,
- h. Security, and
- i. Other confidential matters designated by the Board of Commissioners.

In camera meetings may be attended by the General Manager, Secretary and Treasurer. The Board may meet without Halifax Water staff, as necessary and approved by the Chair of the Board.

Minutes or motions of any Board *in camera* sessions shall be kept separate from published Board minutes and motions.

6.6 Board Committees

The Board may establish standing or ad hoc committees as required to fulfill its responsibilities. Board Committees shall have terms of reference approved by the Board, setting out, among other things, the composition of the Committee.

6.7 Authority to Preside

The Chair of the Board shall preside at all meetings of the Board, except when absent or unable to preside.

Where the Chair is absent or is unable to preside at any meeting of the Board, the Vice Chair shall preside at that meeting of the Board.

Where the Chair and Vice Chair are absent or unable to preside any meeting of the Board, the Chair shall appoint a Commissioner of the Board to preside at that meeting.

6.8 Quorum

In accordance with the [Act](#), a quorum of the Board is four voting Commissioners.

6.9 Attendance

Commissioners are expected to attend all Board or Committee meetings. In accordance with the [Act](#), a Commissioner of the Board shall cease to be a Commissioner after absence from three consecutive meetings without leave of the Board.

A Commissioner participating virtually or via conference call is deemed present at the meeting.

Any Commissioner unable to attend a Board meeting shall give prior notice to the Chair and/or the Secretary.

The Chair or the Board, in consultation with the General Manager, may invite stakeholders or experts to Board or Board Committee meetings, whether *in camera* or open to the public.

6.10 Meeting Conduct

The Board shall use Robert's Rules of Order to conduct its proceedings.

6.11 Motions and Voting

Motions require a mover and a seconder from the voting Commissioners.

Motions are carried by majority vote.

6.12 Meeting Materials

The Secretary shall ensure distribution of all available materials relevant to the meeting agenda to all Commissioners.

6.13 Minutes

The Secretary or staff designate shall record minutes of all Board and Board Committee meetings, which shall include:

- a. the date and location of the meeting,
- b. attendance of Commissioners, staff and any other presenters,
- c. decisions including approval of agenda, previous minutes and motions,
- d. any specific reference, comment or discussion point requested for inclusion by a Commissioner, and
- e. action items for follow up.

Minutes of *in camera* sessions and Board Committee meetings are confidential.

6.14 Commissioner Orientation

Each new Board Commissioner shall receive, as soon as practicable upon appointment, an orientation to the Board and Halifax Water, which may include items such as:

- a. the Act, other relevant legislation and regulations,
- b. an overview of Halifax Water including relevant financial, statistical and operational information,
- c. this Manual,
- d. the Commissioner Code of Conduct,
- e. an overview of the General Manager evaluation process and remuneration,
- f. the Halifax Water Employees' Pension Plan and the Board's role as Administrator and Trustee of the Pension Plan, and
- g. other material, as appropriate.

6.15 Commissioner Education

The Board recognizes the importance of providing ongoing training, development and education for its Commissioners on water, wastewater and stormwater issues as well as governance roles and responsibilities.

To facilitate ongoing education, Halifax Water may, from time-to-time, retain membership in relevant professional organizations providing educational opportunities. Commissioners are encouraged to participate in opportunities relevant to the work of the Board identified by the Chair and/or the General Manager.

6.16 Remuneration and Expenses

Commissioners are compensated in accordance with approved policies of the Board.

The *per diem* rate shall be reviewed and approved by the Board annually, based on a comparison group of similar boards.

Commissioners shall be reimbursed by Halifax Water for reasonable expenses incurred on Board business in accordance with Halifax Water's Employment Expense Reimbursement Policy, which shall be reviewed and confirmed by the Treasurer.

6.17 Post-Appointment

Commissioners agree:

- a. within six months after leaving office, to not accept appointment to a board of directors with which Halifax Water has had dealings during the six-month period immediately prior to leaving office (excepting employment unrelated to the business of Halifax Water);
- b. to not act for, or on behalf of, any person or entity, in respect of any ongoing negotiations before the Board; and
- c. to not draw on privileged information, or on the services of Halifax Water's employees, in an effort to secure future employment.

**Appendix I
Commissioner Code of Conduct**

Halifax Water Commissioner Code of Conduct

Purpose

The purpose of this code of conduct is to set Halifax Water's expectation for Commissioners to conduct themselves in an ethical and businesslike manner.

Commissioners are expected to exercise their duties and responsibilities set out in the *Halifax Regional Water Commission Act (Act)* and in the Halifax Water Corporate Governance Manual (Manual) honestly, in good faith, in the best interests of Halifax Water, which supersedes the personal interest of any individual Commissioner.

This code of conduct provides guidance to Commissioners on appropriate behaviours and on recognizing and properly managing conflicts of interest fairly and expeditiously.

Key Responsibilities

Commissioners are expected to:

- a. conduct themselves in a manner that instills public confidence in the conduct of Halifax Water,
- b. exercise their duties and responsibilities with the degree of care, diligence and skill expected of a competent and prepared director of a board of a public entity,
- c. act with honesty and integrity,
- d. be respectful of others and their opinions,
- e. be independent and impartial,
- f. not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism,
- g. owe primary business loyalty to Halifax Water,
- h. avoid conflicts of interest,
- i. disclose any perceived or real conflicts of interest to the Chair of the Board or the Secretary,
- j. work collaboratively with the Chair of the Board to resolve and/or manage conflicts of interest,
- k. foster a culture that embraces and promotes diversity, equity, fairness, human dignity, inclusion, and workplace belonging, and
- l. comply with all other relevant policies and governance documents.

Conflict of Interest

A conflict of interest arises when a Commissioner is placed in a situation where their personal or financial interest, or that of a family member or a close, personal contact, conflicts with the interests of Halifax Water or with the Commissioner's responsibility to Halifax Water.

Conflicts can be actual, potential and/or perceived.

The standard that will be applied to determine whether a conflict of interest exists is that of an independent observer who might reasonably question whether the Commissioner's actions or decisions are determined by or could result in a gain or benefit to the Commissioner, family member or close, personal contact.

A conflict of interest depends on the situation, and not on the character or actions of the Commissioner.

Duty to Disclose

Commissioners must make written, full, timely and ongoing disclosure of conflicts of interest to the Chair of the Board or the Secretary.

This code and the attached acknowledgement form must be reviewed and completed by every Commissioner upon being appointed to the Board. Thereafter, ongoing, written disclosure must be made by Commissioners as conflicts of interest arise.

Early disclosure of conflicts of interest is key to successful resolution.

Deemed Conflicts

A conflict of interest will arise in the following situations:

- When the Commissioner has a financial interest, beyond any compensation approved by the Board, in the outcome of a decision of Halifax Water.
- When the Commissioner is related to, in a close relationship, or in a financial relationship with a supplier or contractor conducting business with Halifax Water.
- When the Commissioner accepts a gift, payment or service in connection with their position on the Board that exceeds \$250 in value.
- When the Commissioner uses information gained from their position on the Board for personal gain.
- When the decision of the Board relates to a family member and/or close, personal contact of a Commissioner.
- When the Commissioner offers or accepts monetary or other gifts or payment from an external source in connection with their position on the Board.

Any other situation that could lead to a conflict of interest must be disclosed by the Commissioner, in accordance with this policy, and discussed with the Board Chair or the Secretary.

Commissioner Code of Conduct Acknowledgment

I _____(print name), have read and understand the Commissioner Code of Conduct.

I confirm that I have declared and/or will declare any and all actual, potential and/or perceived conflicts in accordance with the Commissioner Code of Conduct.

I agree to:

1. Exercise the powers of my office and fulfil my responsibilities honestly, in good faith and in the best interests of Halifax Water.
2. Carry out my duties and responsibilities as a Board member in a diligent, reasonable and prudent manner.
3. Keep confidential all information which comes to my attention and possession in my capacity as a Board member unless the Board of Directors determines such information to have a status other than confidential.
4. Conduct myself respectfully, having respect for others, their opinions and the collective decisions of the Board.
5. Declare any conflict of interest immediately upon it coming to or being brought to my attention.
6. Offer my resignation as a Board member upon the Board resolving that I have breached the Commissioner Code of Conduct.

Signature: _____

Date: _____

Witness: _____

Date: _____

Appendix II
Executive Committee
Terms of Reference

Halifax Water Board Executive Committee Terms of Reference

1. Role

The role of the Executive Committee (Committee) is to provide oversight over Halifax Water Board (Board) governance and functions and to foster effective relationships between the Board and Halifax Water senior management.

2. Composition and Operations

1. This Committee shall consist of the Chair of the Board, the Vice-Chair of the Board and one member of the Board who shall be a public representative.
2. The General Manager and Secretary shall be non-voting, *ex officio* members of this Committee. The Secretary shall act as recording secretary.
3. It is customary for the Chair of the Board to be the Chair of this Committee. The Committee may appoint any member as the Chair of this Committee, as appropriate.
4. Quorum for meetings shall be two voting members.
5. Members may attend meetings in person, via telephone or virtually.
6. The Committee shall meet at least four times per year. The Chair, in consultation with the General Manager, may cancel a meeting at their discretion.

3. Duties and Responsibilities

In fulfilling its role, the Committee shall:

1. Oversee the governance of the Board, Board members and Board committees;
2. Monitor and assess the relationship between the Board and Halifax Water senior management and make recommendations to the Board, where necessary, to ensure the independence of the Board;
3. Review annually the performance of the Board, Board members and Board committees;
4. Recommend and approve, where necessary, education for the Board and/or Board members;
5. Oversee and make recommendations to the Board on the selection and appointment of the Board Chair and a succession plan for the Board Chair;

6. The Board members of the Committee will oversee and make recommendations to the Board on the selection, performance management, and compensation of the General Manager;
7. Set the schedule and agenda for Board meetings;
8. Liaise with external bodies, as necessary, such as Halifax Regional Municipality (HRM);
9. Make recommendations to HALIFAX regarding the recruitment and appointment of Board members, including competency requirements;
10. Make recommendations to the Board regarding Board member compensation, including the Board Chair and committee chairs.
11. Review and approve the Halifax Water Board member insurance policy;

In fulfilling its role and responsibilities, the Committee may:

12. Consult with stakeholders or experts, upon consultation with and in collaboration with the General Manager.

4. **Accountability**

The Committee is accountable to the Board.

5. **Review**

The Committee shall review these terms of reference at least once annually and recommend any changes to the Board for approval.

Appendix III
Audit and Finance Committee
Terms of Reference

Halifax Water Board
Audit and Finance Committee
Terms of Reference

1. Role

The role of the Audit and Finance Committee (Committee) is to assist the Halifax Water Board (Board) in overseeing:

1. Halifax Water's financial results, internal controls and independent auditors; and
2. The Halifax Regional Water Commission Employee's Pension Plan (Pension Plan) financial reporting and audit process.

2. Composition and Operations

1. This Committee shall consist of at least three Board members.
2. The General Manager, Treasurer and Secretary are non-voting, *ex officio* members of this Committee.
3. The Committee shall elect a Chair from amongst its members.
4. Quorum for meetings shall be two members. Members may attend meetings in person, via telephone or virtually.
5. Halifax Water shall assign an employee as the staff liaison to the Committee, who shall be a non-voting member of the Committee.
6. The Committee shall meet at least four times per year. The Chair, in consultation with the staff-liaison, may cancel a meeting at their discretion.

3. Duties and Responsibilities

In fulfilling its role, the Committee shall:

1. Review and monitor the Halifax Water and the Halifax Water Employee Pension Plan (Pension Plan) financial information, management certifications, internal controls and other financial reporting for accuracy, fairness and appropriateness;
2. Review and recommend for approval by the Board any significant changes to accounting policies or practices and/or internal control procedures;
3. Monitor the independent audit and recommend for approval by the Board the associated financial statements relating to either Halifax Water or the Pension Plan;
4. Identify and review any significant financial risks to Halifax Water, and report to the Board as appropriate;

5. Review and monitor the progress of plans developed in response to any internal or external audits, and report to the Board as appropriate;

In fulfilling its role and responsibilities, the Committee may:

6. Investigate any matter relating to Halifax Water financial control processes or internal controls;
7. Seek explanation from Halifax Water management of any significant financial variance between reporting periods; and
8. Consult with stakeholders or experts, upon consultation with and in collaboration with the General Manager.

4. **Accountability**

The Committee is accountable to the Board.

5. **Review**

The Committee shall review these Terms of Reference at least once annually and recommend any changes to the Board for approval.

Appendix IV
Environment, Health and Safety Committee
Terms of Reference

Halifax Water Board
Environment, Health and Safety Committee
Terms of Reference

1. Role

The role of the Environment, Health and Safety Committee (Committee) is to monitor compliance with and make recommendations to the Halifax Water Board (Board) on organizational policies, standards and practices relating to the environment, occupational health and safety, and organizational security.

2. Composition and Operations

1. This Committee shall consist of at least three Board members.
2. The General Manager and Secretary are non-voting, *ex officio* members of this Committee.
3. The Committee shall elect a Chair from amongst its members.
4. Quorum for meetings shall be two members. Members may attend meetings in person, via telephone or virtually.
5. Halifax Water shall assign an employee as the staff liaison to the Committee, who shall be a non-voting member of the Committee.
6. The Committee shall meet at least four times per year. The Chair, in consultation with the staff-liaison, may cancel a meeting at their discretion.

3. Duties and Responsibilities

In fulfilling its role, the Committee shall:

1. Review and monitor compliance with environmental, occupational health and safety and organizational security related regulatory requirements, including sufficiency of resource allocation;
2. Review quarterly and annual environmental, occupational health and safety and organizational security reports;
3. Receive regular updates from the staff liaison and/or management relating to environmental, occupational health and safety and organizational security issues and/or incidents;
4. Review the results of environmental, occupational health and safety and organizational security audits, whether internal or external;
5. Review the organizational Environmental Management System;

6. Be aware of organizational controls in place to detect environmental, occupational health and safety and organizational security weaknesses;
7. Recommend, where appropriate, internal or external investigation of environmental and/or occupational health and safety issues;
8. Report to and make recommendations to the Board, as appropriate;

In fulfilling its role and responsibilities, the Committee may:

9. Consult with stakeholders or experts, upon consultation with and in collaboration with the General Manager.

4. **Accountability**

The Committee is accountable to the Board.

5. **Review**

The Committee shall review these Terms of Reference at least once annually and recommend any changes to the Board for approval.

Appendix V
Enterprise Risk Management Committee
Terms of Reference

Halifax Water Board
Enterprise Risk Management Committee
Terms of Reference

1. Role

The role of the Enterprise Risk Management Committee (Committee) is to assist the Board in fulfilling its oversight responsibilities of Halifax Water's risk management practices, procedures and policies.

2. Composition and Operations

1. This Committee shall consist of the chair of the Executive Committee, the chair of the Environmental Health and Safety Committee, and the chair of the Audit and Finance Committee.
2. The Committee shall elect a Chair from amongst its members.
3. The General Manager, Treasurer and Secretary shall be non-voting, *ex officio* members of this Committee.
4. Quorum for meetings shall be two voting members.
5. Members may attend meetings in person, via telephone or virtually.
6. The Committee shall meet at least four times per year. The Chair, in consultation with the General Manager may cancel a meeting at their discretion.
7. Halifax Water shall assign an employee as the staff liaison to the Committee, who shall be a non-voting member and the recording secretary of the Committee.

3. Duties and Responsibilities

In fulfilling its role, the Committee shall:

1. Provide input to the General Manager regarding and recommend to the Board approval of Halifax Water's risk management policy and plan, including:
 - a. Risk assessment;
 - b. Risk appetite and tolerance;
 - c. Risk matrix;
 - d. Risk management framework;
2. Review Halifax Water's risk management policy and plan at least annually;
3. Regularly monitor Halifax Water's risk profile and exposure to risk, and advise the Board as appropriate;
4. Review and assess the effectiveness of Halifax Water's risk management processes and recommend for approval by the Board any changes, as appropriate;

5. Promote open discussion of risk;

In fulfilling its role, the Committee may:

6. Request further information from the General Manager relating to any risk or potential risk facing Halifax Water;
7. Request input from other Board committees; and
8. Consult with stakeholders or experts, upon consultation with and in collaboration with the General Manager.

4. **Accountability**

The Committee is accountable to the Board.

5. **Review**

The Committee shall review these terms of reference at least once annually and recommend any changes to the Board for approval.

**Appendix VI
Template Board Meeting Business Cycle**

Halifax Water Template Board Meeting Business Cycle

	June	September	November	January	March
Business Decisions and Key Information	Audited financial statements Corporate balanced scorecard results Benefit plan renewals or adjustments if required Accountability report Cost containment report Lead service line renewal program report Capital cost contribution program report	Completed capital projects for previous fiscal year Annual report Fall debenture Asset renewal management plan report	Enterprise risk management update (review of risks and risk tolerance) Special Utility and Review Board applications, if required	Annual business plan Annual operating budget Annual capital budget Customer survey results Employee survey results	Corporate balanced scorecard targets Spring debenture Employee survey results General Manager performance evaluation
	Capital approvals Quarterly operating results New policies and amendment of existing policies requiring Board approval				
Pension	Audited pension financial statements Actuarial valuation, if a valuation year			Pension plan budget Assumptions to be used in actuarial valuation, if a valuation year	
	Quarterly pension plan performance Quarterly pension investment performance				
Info Reports	Financial and capital budget updates Bank balance Quarterly compliance statement				

Other Meetings:

AGM	Strategic initiatives Major capital initiatives Year-end financial results	July, or as otherwise scheduled by the Board
Other Meetings	Ratification of collective agreements Special rate or regulatory applications Commissioner training Governance and strategy workshops	As needed in February, April, May, October or December.