

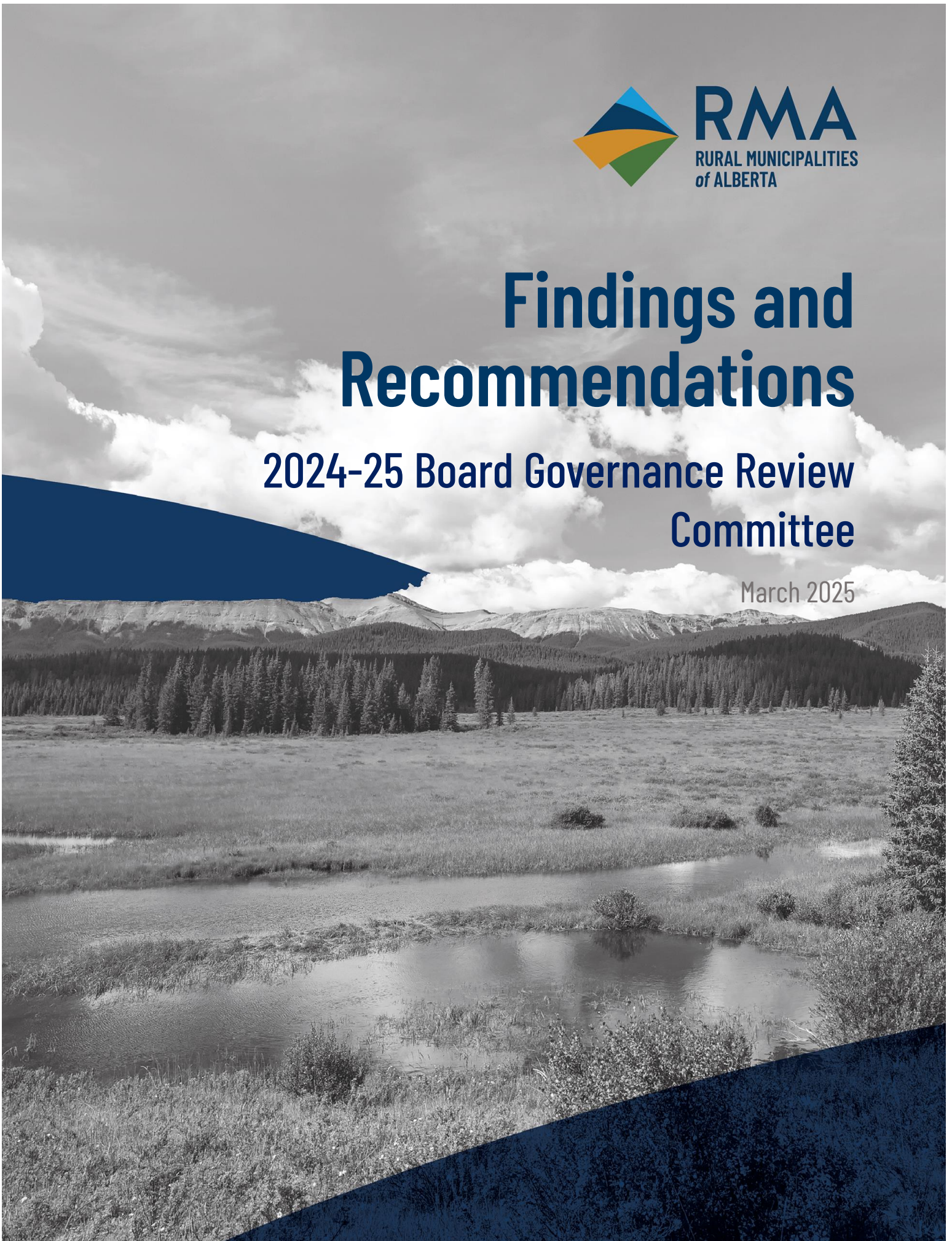


RMA
RURAL MUNICIPALITIES
of ALBERTA

Findings and Recommendations

2024-25 Board Governance Review
Committee

March 2025



Executive Summary

Every four years, the Rural Municipalities of Alberta undertake a board governance review. The review is conducted by a Board Governance Review Committee (BGRC) consisting of one representative from each RMA district. The review examines and recommends improvements to existing RMA governance policies and recommendations to ensure the organization and Board of Directors is operating as effectively, transparently, and accountably as possible.

The 2024-25 BGRC conducted a member survey, interviewed the RMA Board of Directors and senior staff reviewed RMA governance policies to develop recommendations on how to improve the RMA's board governance processes. The review was based on the following governance themes:

- ◆ Board Structure
- ◆ District Representation
- ◆ Board Election Process
- ◆ Member Connection
- ◆ Board Roles
- ◆ Member Direction
- ◆ Board Compensation

Based on their research, the BGRC has developed nine recommendations for review and voting by the RMA membership. There are recommendations for changes in the governance themes of board structure, board election process, member connection, board roles, member direction, and board compensation. There are no recommendations for changes in the governance theme of district representation. All recommendations endorsed by the RMA membership will have a corresponding implementation process developed by RMA staff and the Board of Directors. The RMA Board of Directors will report back to the membership on progress made within one year. Recommendations not endorsed by the membership will not be followed up on.

The recommendations are listed in no specific order:

Recommendation 1

That the RMA explore forming an advisory board for Canoe Procurement Group of Canada.

Recommendation 2

That the RMA develop and implement a plan to clearly explain and promote to members the role of Canoe Procurement Group of Canada and RMA Insurance services in supporting RMA advocacy.

Recommendation 3

That the RMA develop and implement a plan to regularly update members on all RMA Board of Director committee and external board commitments, including the purpose of RMA's involvement and associated workload.

Recommendation 4

That the RMA develop and implement a strategy to increase the level of member participation in submitting data to RMA and the quality of data collected from member municipalities to support advocacy efforts.

Recommendation 5

That the RMA enhance mechanisms to track and report the time spent by the RMA Board of Directors at meetings to better reflect the workload of these positions, regardless of whether this time is compensated.

Recommendation 6

That the RMA develop and implement a process to determine board member committee and external board commitments based on workload/capacity, subject matter expertise, and other factors they deem relevant.

Recommendation 7

That the RMA amend the Board of Directors Per Diem, Expenses and Benefits Policy to compensate board member for “bridge days.”

Recommendation 8

That the RMA amend the Board of Directors Per Diem, Expenses and Benefits Policy to index RMA Board of Director compensation annually to inflation and cost of living.

Recommendation 9

That the RMA amend the Board of Directors Per Diem, Expenses and Benefits Policy to allow for an extra “reading day” for each board member.

History, Mandate, and Process

RMA Board of Directors Roles and Responsibilities

The role of the RMA Board of Directors is to provide governance and strategic oversight to RMA, 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. The Board of Directors is actively engaged in the development of the RMA's Strategic Plan, which includes setting the overall vision, mission and values of the organization.

Those elected to the RMA Board of Directors also serve on the following RMA subsidiary boards:

- ♦ RMA Insurance
- ♦ Genesis Reciprocal Insurance Exchange (GRIE)
- ♦ Canoe Procurement Group of Canada

Effective oversight of these business entities requires sound governance and significant effort and training to understand the complexities of the insurance industry, national procurement legislation and the benefit of focused relationships that enhance business offerings.

RMA board member duties include the following:

- ♦ Governing the Rural Municipalities of Alberta and all related entities including RMA Insurance Ltd., Genesis Reciprocal Insurance Exchange, and Canoe Procurement Group of Canada. The RMA Board acts as an advisory committee to Canoe Benefits, however, provides no governance.
- ♦ Actively engaging in setting the overall vision, mission and strategic direction of the organization and related entities.
- ♦ Approve operational plans to ensure alignment to the strategic plan.
- ♦ Setting overall fiscal direction for RMA.
- ♦ Setting overall policy with respect to RMA's interactions with members, other levels of government, and other organizations.
- ♦ Representing rural interests and priorities in meeting with decision makers in government as well as industry and other relevant stakeholders.
- ♦ Representing RMA and its members on various committees, task forces, etc., as delegated by the RMA Board of Directors, the President and/or the Executive Director as necessary.
- ♦ Represent the interests of RMA as a whole, and to report back to the board.
- ♦ Be responsive to emerging issues.

In addition, the following duties are specific to either the role of the President or Vice President:

- ♦ The President is responsible for chairing the RMA Board of Directors' meetings. The President serves as the official spokesperson, and media representative for the RMA, and has the ability to delegate additional spokespersons as needed.
- ♦ The Vice President is responsible for carrying on the duties of the President in his or her absence and to attend one district meeting per district per year in addition to their own district.

Canoe Procurement Group of Canada

In 1936, a handful of western Canadian municipalities combined their purchasing power to procure common necessities for their communities at better prices. This was the origin of what is now Canoe Procurement Group of Canada (Canoe) which has expanded, providing services in 12 provinces and territories. Canoe works with municipal associations across the country to provide member organizations with access to preferential pricing on trade-compliant purchasing programs that leverage the collective buying power of all involved.

Canoe has experienced significant growth in recent years, providing benefit to public sector entities and non-profit organizations across Canada. Canoe has over 350 Supplier Contracts established through an open Request for Proposal (RFP) process. Sound procurement is the cornerstone of all Canoe activities to establish standing offer contracts across Canada that are trade compliant.

This growth has been fuelled by the widespread adoption of the group purchasing method throughout the Canadian public sector. As an example of the trajectory of this growth, in 2023 members purchased \$275 million worth of goods through Canoe's program, and in 2024 this amount increased to \$744 million. This represents a growth rate of 170%; a trajectory that has been building steadily over the past five years. Growth is occurring nationwide but most significantly in Alberta, Ontario, Saskatchewan, Manitoba and British Columbia. Canoe is projecting that gross sales will surpass \$1 billion nationally in the near future.

The RMA Board of Directors provides governance for the Canoe Procurement Group of Canada.

RMA Insurance and Genesis Reciprocal

Established in 1955, RMA Insurance has become a trusted foundation for Alberta's municipalities and other eligible non-profit community groups. As a member-owned, non-profit organization, RMA Insurance has one central goal: to help organizations gain the safety and service needed, while helping control and reduce long-term risk-related costs.

As a result, RMA Insurance enables municipalities and non-profit organizations in Alberta to access and secure insurance protection through two distinct types of insurance programs:

1. Reciprocal Insurance Exchanges – participating insureds enjoy ownership privileges akin to mutual cooperatives. This large-scale self-insurance mechanism provides members with affordability and certainty for their own essential insurance coverage.
2. Group Insurance Programs – these programs maximize the bulk-buying concept for non-profit organizations that do not fit the risk profile for the reciprocals. These organizations secure their coverage with RMA Insurance through conventional insurance companies under group policies designed to fit their unique needs at the lowest possible cost.

An insurance reciprocal is a non-profit entity focused on its members. It is comprised of organizations that share similar risk and come together for a mutually beneficial insurance relationship. The resulting collective value of this relationship allows access to larger insurance markets with preferential rates.

Genesis (Genesis Reciprocal Insurance Exchange) has been in operation since 1986, when it began providing a single line of coverage (property). It has since grown to provide four lines of coverage: property, liability, automobile, and cyber. Genesis contracts with RMA Insurance Ltd. to manage all operations.

Genesis is recognized as the largest reciprocal in Alberta due to its recent growth.

Unlike RMA, Canoe, and RMA Insurance, Genesis Reciprocal Insurance Exchange operates with an advisory board instead of a governance board. The advisory board's role is to provide advice and recommendations, but it does not make final decisions. Instead, it offers expertise and guidance on specific issues or projects, assisting the organization by providing valuable insights and suggestions.

Furthermore, the Genesis Advisory Board is unique in that it includes not only the full RMA Board of Directors but also three additional appointed members representing other subscriber types within the insurance program. Currently, these representatives include those from urban municipalities, municipal utilities, and school boards.

The governance requirements for Genesis are outlined by the Subscriber Agreement which is ratified at the Genesis Annual Meeting.

Board Governance Review Committee

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, 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, the RMA formed a BGRC in 2016 and the committee presented nine recommendations to the membership, which all passed.

In 2020, the RMA formed a BGRC that presented eleven recommendations, ten of which were endorsed by RMA membership.

In late 2024, the RMA formed a BGRC with the intent to present recommendations to the RMA membership at the RMA Spring 2025 Convention (see committee Terms of Reference 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 2024 BGRC is as follows:

- ◆ Non-voting Chairperson: Todd Brand
- ◆ District 1: Laurie Lyckman, Councillor, Vulcan County
- ◆ District 2: Larry Clarke, Reeve, Stettler County
- ◆ District 3: Ashtin Anderson, Councillor, Athabasca County

- ◆ District 4: Dalen Richardson, Councillor, MD of Fairview
- ◆ District 5: Gene Hrabec, Deputy Reeve, Beaver County

To properly understand the RMA's board governance processes and identify recommendations for improvement, the BGRC undertook different forms of research. This included a survey (attached) with responses from individual councillors and entire councils, interviews with current RMA board members and senior staff, and a review of current board governance practices and protocols. This research was based on the following key themes:

- ◆ Board Structure
 - ◇ This theme considers whether the composition, size, and geographic representation of the RMA Board of Directors meets member needs.
- ◆ District Representation
 - ◇ This theme considers whether the current district structure and boundaries properly represent RMA members.
- ◆ Board Election Process
 - ◇ This theme considers whether the board election process is efficient, effective, and trusted by RMA members.
- ◆ Member Connection
 - ◇ This theme considers whether the RMA Board of Directors consistently and effectively connects with, represents and/or involves members.
- ◆ Board Roles
 - ◇ This theme considers whether the RMA Board of Directors is adequately fulfilling their roles and responsibilities.
- ◆ Member Direction
 - ◇ This theme considers whether the resolution process and policies are relevant to the needs of RMA members.
- ◆ Board Compensation
 - ◇ This theme considers whether the RMA Board of Directors are fairly and properly compensated for the work that they do.

Based on this information, the committee has developed several recommendations. There are recommendations for changes in the governance themes of board structure, board election process, member connection, board roles, member direction, and board compensation. There are no recommendations for changes in the governance theme of district representation.

The next step of this process is to present the recommendations to RMA members for review and voting at the RMA Spring 2025 Convention. The recommendations and rationales are listed below for member consideration prior to voting.

Recommendations that are endorsed will be implemented by the RMA Board of Directors and staff. As per the BGRC Terms of Reference (attached), the RMA Board of Directors will be required to create a report indicating progress made on implementing the endorsed recommendations within one year of the review.

Findings and Recommendations

To facilitate the review process, the BGRC divided the RMA's governance into seven focus areas. These governance focus areas became the framework for the questions found in the RMA member survey and the RMA Board of Director interviews. The governance focus areas are as follows:

- ♦ Board Structure
- ♦ District Representation
- ♦ Board Election Process
- ♦ Member Connection
- ♦ Board Roles
- ♦ Member Direction
- ♦ Board Compensation

The BGRC found no case for changes in the governance focus area of district representation. The BGRC developed recommendations in the focus areas of board structure, board election process, member connection, board roles, member direction, and board compensation.

Each recommendation below aligns with one of the seven focus areas. Each recommendation will be supplemented with background rationale for why the BGRC believes it is a necessary change. 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 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 RMA membership within one year on the progress made.

The recommendations are listed in no specific order:

Recommendation 1

That the RMA explore forming an advisory board for Canoe Procurement Group of Canada.

Category

Board Structure

Rationale

The Genesis Reciprocal Board of Directors is comprised of the RMA Board of Directors and three appointed members. These appointed members represent urban municipalities, school districts, and energy co-ops in an advisory capacity. This structure works to ensure that Genesis receives the expert knowledge and governance necessary to run an effective board, and that Genesis governance is reflective of the entities utilizing the service.

With the significant growth and success of Canoe Procurement Group of Canada (Canoe), the BGRC has recommended that the RMA explore the value of an advisory board for Canoe, similar to that already in place for Genesis. To support effective governance, having representatives from a cross-section of sectors that access services to provide advisory insight to the RMA Board of Directors would be beneficial. The RMA Board of Directors will continue to be responsible for the governance and decision making of Canoe activities, based on advice and insight provided through the Canoe Advisory Board. This will help in understanding opportunities for expanded

supplier relations, monitoring and management of procurement legislation and policy, and support association engagement to support procurement activities across provinces.

The BGRC learned that Genesis operates as a distinct entity from RMA, while Canoe is much more connected. This creates some level of complexity to applying the Genesis governance approach to Canoe. This recommendation is solely meant to guide the RMA to explore what forming an advisory board for Canoe could look like in practice. This exploration does not bind the RMA to create such an advisory board.

Recommendation 2

That the RMA develop and implement a plan to clearly explain and promote to members the role and value of Canoe Procurement Group of Canada and RMA Insurance services in supporting RMA advocacy.

Category

Member Connection

Rationale

RMA advocacy efforts are made possible through the work of Canoe Procurement Group of Canada and RMA Insurance. Without the success of these business operations, RMA would not have the capacity to engage with the government, stakeholders, and members in the way that they are currently able to do.

The intent of this recommendation is to spread awareness to RMA membership about the important business ventures that RMA undertakes to ensure the success of advocacy initiatives.

Recommendation 3

That the RMA develop and implement a plan to regularly update members on all RMA Board of Director committee and external board commitments, including the purpose of RMA's involvement and associated workload.

Category

Member Connection

Rationale

A significant component of serving as an RMA board member is representing RMA on stakeholder- and government-led committees on a wide variety of issues. This is an aspect of the board's role that is not widely understood or realized by the broader membership yet represents an enormous time commitment for board members. In 2025, each board member is already committed to an average of 75.8 days spent on committee participation, not including new commitments sure to arise throughout the year.

This recommendation will serve the dual purpose of ensuring members understand the amount of time the board spends representing RMA on external committees, as well as enhancing transparency by regularly reporting on the work of the committees themselves. This will ensure members have a strong understanding of what the RMA Board of Directors does and why they do it.

Recommendation 4

That the RMA develop and implement a strategy to increase the level of member participation in submitting data to RMA and the quality of data collected from member municipalities to support advocacy efforts.

Category

Member Connection

Rationale

Quality data is crucial to effective advocacy. While RMA members are, in general, active participants in meeting RMA's requests for local data and information on key advocacy issues, the BGRC believes that enhanced focus from the RMA Board of Directors on gathering member data, including providing some level of capacity-building support or advice to smaller members, would take RMA's advocacy to the next level.

While the BGRC did not delve into details on how RMA can improve in this area, this recommendation creates an expectation that the RMA Board of Directors will work with RMA staff to develop and implement a strategy in this area that enhances both the quality of data gathered, reduces barriers for members in providing data, and improves RMA's reporting to members on how data is utilized for advocacy purposes.

Recommendation 5

That the RMA enhance mechanisms to track and report the time spent by the RMA Board of Directors at meetings to better reflect the workload of these positions, regardless of whether this time is compensated.

Category

Board Roles

Rationale

The BGRC heard through interviews with the RMA Board of Directors that much of the work that they do is unrecorded. The intent of this recommendation is not to create a greater workload burden on the RMA Board of Directors, but to create a mechanism to easily track and report the time spent by the RMA Board of Directors at shorter meetings that are participated in. This will enhance transparency in the amount of time that the RMA Board of Directors truly spends fulfilling their duties as a director.

Recommendation 6

That the RMA Board of Directors develop and implement a policy to determine board member committee and external board commitments based on workload/capacity, subject matter expertise, and other factors they deem relevant.

Category

Board Roles

Rationale

The BGRC learned that currently, board member committee assignments are determined annually at the discretion of the President, with input from board members and senior association staff. While the specific

approach varies by President, assignments are usually determined based on a combination of board member expertise, interest, and balancing time commitments/considering availability. While the BGRC supported this general approach, there was agreement that assignments could be strengthened and made more consistent and strategic if the RMA Board of Directors developed a formal process to identify and weigh various factors for committee assignments and utilize the information to make annual assignments.

Recommendation 7

That the RMA amend the Board of Directors Per Diem, Expenses and Benefits Policy to compensate board members for “bridge days.”

Category

Board Compensation

Rationale

The current Board of Directors Per Diem, Expenses and Benefits Policy states that if it is cost advantageous for the Association for a board member to stay away from their home for a full day between meeting days, the board member is entitled to claim hotel and meals as per the rates detailed in this policy.

Through the research undertaken by the BGRC, it was learned that the RMA Board of Directors are not fairly compensated for “bridge days.” The intent of this recommendation is to extend the “bridge day” policy to ensure that RMA Board of Directors are being compensated for their time when away from home. “Bridge days” are cost advantageous for the RMA, but often present challenges for board members related to council, community, and personal commitments. The BGRC believes that it is important for the RMA Board of Directors to be fairly compensated for the time that they are spending away from home.

Recommendation 8

That the RMA amend the Board of Directors Per Diem, Expenses and Benefits Policy to index RMA Board of Director compensation annually to inflation and cost of living.

Category

Board Compensation

Rationale

The current Board of Directors Per Diem, Expenses and Benefits Policy states that the per diem rates are as follows:

- ♦ “Full Day” – means a meeting of more than four hours’ duration or, a day where there is a meeting of less than four hours duration in the morning but the board member has to stay away from home overnight that day in travel status without attending any other meetings that he/she is compensated for by the RMA or others in order to attend a meeting the following day. Rate:
 - ◇ Board members and vice president: \$350
 - ◇ President: \$460
- ♦ “Half Day” - means a meeting of up to four hours’ scheduled apart from another meeting. Rate:
 - ◇ Board member and vice president: \$210

◇ President: \$270

There have been no changes to the RMA Board of Directors per diem rates since the board governance review in 2016-17. The current rate of compensation for the RMA Board of Directors was determined prior to the Canada Revenue Agency's policy amendment that required all income to be taxable. Based on market research, the RMA identified that for 2024-25, staff should receive a cost-of-living allowance increase of between 2.00% to 2.25%. For consistency in the organization, it may be beneficial to explore the feasibility of utilizing a similar approach, based on the Alberta Consumer Price Index, or a similar model, to ensure that RMA Board of Director compensation aligns with cost-of-living changes moving forward.

The BGRC has identified that indexing the RMA Board of Director compensation annually to inflation and cost of living will help ensure that the RMA Board of Directors are receiving compensation that is commensurate with national financial indicators. The BGRC sees this recommendation as crucial to ensuring the RMA Board of Directors continues to attract quality candidates, and that those elected to board positions have the financial support necessary to dedicate the amount of time and effort the position requires.

Recommendation 9

That the RMA amend the Board of Directors Per Diem, Expenses and Benefits Policy to allow for an additional "reading day" for each board member.

Category

Board Compensation

Rationale

The current Board of Directors Per Diem, Expenses and Benefits Policy states that board members are entitled to claim three days per month, vice president is entitled to claim three and a half days per month and president is entitled to claim four days per month as "reading days," in recognition of the significant amount of RMA-related reading which board members are required to undertake in preparation for and follow-up to board meetings and committee responsibilities. Compensation for reading days is at the same rate as the regular RMA per diem rate.

This recommendation would change the Board of Directors Per Diem, Expenses and Benefits Policy to state that board members are entitled to claim four days per month, vice president is entitled to claim four and a half days per month, and president is entitled to claim five days per month as "reading days."

The BGRC is recommending that these changes be made to "reading day" compensation to better account for the time board members spend preparing for different committees and external board commitments. An additional day of compensation for meeting preparation and follow-up will ensure that the RMA Board of Directors are more fairly compensated for the work that they do for different committees and external boards.

Additional Information

Through the research undertaken by the BGRC, some topics were identified that warrant further information sharing to members, even though committee members chose not to develop official recommendations. These issues landed under the key themes of member connection and member direction. The BGRC has chosen to include the information below for the RMA Board of Directors consideration.

Member Connection

The BGRC member survey identified that members would benefit from greater member connection through more frequent and consistent virtual meetings and updates. In the 2020-21 BGRC Final Report, a recommendation was endorsed calling on the RMA to conduct member engagement through already established communications channels and utilize technology to diversify opportunities for member engagement through virtual means.

Through this recommendation, RMA staff developed the Member Engagement Policy, which outlines how the RMA engages with its members. This policy clarifies when RMA will use technology as a means of engagement with members. Since the implementation of this policy, RMA has hosted several online member engagement opportunities. The BGRC encourages the RMA to continue providing members with the opportunity to participate in virtual engagements. Further, the BGRC encourages RMA members to participate in these opportunities when they become available.

Member Direction

The BGRC member survey identified that members would benefit from the prioritization of emerging issues and endorsed resolutions. After conversations with senior RMA staff and interviews with the RMA Board of Directors, it became clear that prioritization already occurs internally in relation to work planning and resource allocation. The RMA is a member-driven organization and takes the endorsement of resolutions seriously. The RMA works to research and understand the asks of the resolution, engages with stakeholders and relevant government ministries, and advocates for the asks of each resolution. When emerging issues arise, the RMA is often in the position to act quickly to ensure that the rural voice is heard. It is important to the RMA Board of Directors and staff to ensure that all issues are given appropriate attention. The BGRC encourages the RMA to continue to prioritize work on emerging issues and endorsed resolutions to ensure that advocacy efforts reflect the needs of rural Alberta. However, the BGRC's final position is that a formal, external-facing process to rank the importance of emerging issues or endorsed resolutions is not required at this time.

The BGRC also acknowledges the commitment undertaken by the RMA to advocate for endorsed resolutions. The BGRC identified the reality that there is often a cost borne by the RMA to fulfill the requirements of some resolutions, usually related to the creation of different committees, reports, and other advocacy work. The BGRC encourages the RMA to explore the possibility of including costs associated with the advocacy of endorsed resolutions once they have expired. This will help demonstrate to members some of the unknown costs related to advocacy work for endorsed resolutions.

Conclusion

The BGRC would like to thank all RMA members and the RMA Board of Directors for sharing feedback on RMA's governance structure through the member survey and RMA Board of Director interviews. The BGRC took every comment into consideration, all of which helped shape the recommendations in the report.

Through this process, the BGRC members learned about the RMA in great deal, confirming its complexity, quality of staff and how RMA works to support members throughout rural Alberta. The BGRC thanks RMA for allowing them to be part of the board governance review process and looks forward to presenting these recommendations at the RMA 2025 Spring Convention.



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.

January 6, 2025

RMA Board Governance Review Member Survey

Every four years, the RMA undertakes a board governance review to review 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.

This survey is intended to gather feedback from RMA member municipalities on the key governance-related themes that the BGRC is considering. The survey may be completed by councils as a whole or by individual elected officials. Individual survey responses will be confidential, and only viewed by the BGRC and RMA staff.

Please complete the survey by **February 5, 2025**.

The committee has organized the questions into six categories:

- ◆ Board Structure
- ◆ District Representation
- ◆ Board Election Processes
- ◆ Member Connection
- ◆ Member Input
- ◆ Board Compensation

Each category below also includes an introductory section providing a brief background on RMA's current governance approach and, where applicable, how similar organizations elsewhere in Canada function.

Please include answers to the two introductory questions below. We encourage responses from both entire councils as well as responses from individuals.

1. Please indicate your municipality below.

2. Is this response a council position or an individual position?

Please provide input to any of the remaining questions as you see fit and skip questions to which you have no input or opinion.

Board Structure

The RMA board consists of seven members. Several other provincial municipal associations elsewhere in Canada operate with large boards (i.e. fifteen and larger) and two levels of governance – an overall board and a smaller executive committee (President plus at least two VPs). As RMA is a relatively small board and has fewer member municipalities than most municipal associations in Canada, it does not operate with an executive committee.

Other municipal associations in Canada determine board representatives based on geography, municipality type, or a combination of both. RMA's board is structured geographically with members of each of the five RMA districts electing a representative onto the board. The President and Vice President are elected by the entire membership.

RMA board members are unique in that they also serve as board members on the RMA Insurance Board, the Genesis Reciprocal Board and provide the governance for the Canoe Procurement Group of Canada. [RMA Insurance](#) works to help organizations gain the safety and service that they need, while helping to control and reduce long-term risk-related costs. [Genesis](#) is operated and serviced by RMA insurance and is one of the largest reciprocal insurance exchanges in Canada. [Canoe Procurement](#) is one of the largest public sector buying groups in the country. Effective oversight of these business entities requires sound governance and significant effort and training from the RMA Board of Directors to understand the complexities of the insurance industry, national procurement legislation and the benefit of focused relationships that enhance business offerings.

This section seeks input on how you think the RMA board structure is working for members.

3. Does the current board composition and size (one President, one Vice President, five district directors) adequately represent the full (voting) membership? If not, how should it change?
4. Is the number of municipalities represented by each board director appropriate? If not, what is an appropriate level of representation?
5. Is a geographically based board representation the ideal structure? If not, what alternate structures should be considered?

District Representation

The RMA has 69 full member municipalities, who have voting authority and representation on the RMA board.

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

Each RMA district functions as an autonomous entity with its own chair, governance structure, administrative support, and funding mechanisms.

This section seeks input on whether current district boundaries and district representation adequately reflects the needs of RMA members.

6. Does the current district structure and boundaries properly represent RMA's full members? If not, how could they be changed?

7. Please share your view on the relationship between RMA and the districts. Does this relationship need to be more clearly defined or otherwise changed?

Board Election Processes

The RMA facilitates its election process leading up to and during its annual fall convention. The RMA uses a returning officer and an advance nomination deadline. Candidate speeches, the formal election, and requiring an AGM motion to accept the election results all happen during the convention. This approach aligns with most municipal associations across Canada.

Elected officials of the member municipalities of each district elect a representative to the board. The elected officials 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 director or Vice President can serve, but a President has a term limit of six years (three terms). There is also no overall limit on how long an individual may serve on the Board of Directors in multiple positions.

This section seeks input on the RMA board election process.

8. Currently, only the RMA President has a term limit. Should there be a term limit for Vice President and district director roles? If so, how many years should the term limit be?
9. Should there be a maximum number of consecutive years that an individual, in more than one position, can serve on the RMA Board? If so, what should the number of years be?
10. Please suggest any improvements to the RMA's board election process.

Member Connection

Effective governance requires regular connections with members to support information-sharing and accountability.

The RMA utilizes various mechanisms to support such connection. This includes the use of resolutions, member surveys, attendance at district meetings, member committees, conventions, and the use of technology such as webinars, video conferencing, and e-newsletters.

This section seeks input on how RMA's Board of Directors connects with members.

11. What are the most effective and valuable ways that RMA connects with members?

12. Does the RMA board sufficiently connect with members currently? If not, how can connection be enhanced?
13. To assist the RMA Board of Directors advocacy efforts, what role should municipalities play in providing data to RMA?

Member Direction

The RMA is a member-driven organization that utilizes resolutions to guide much of its advocacy. The RMA has a detailed [resolution policy](#) that formalizes the resolution process. Key aspects of the resolution policy include establishing a Resolutions Committee, requiring district endorsement of resolutions, clarifying different types of resolutions and requiring a specific resolution debate and voting process.

In recent years, the number of resolutions endorsed by members has increased. RMA has recently increased capacity to enhance research and advocacy on resolutions. In addition to resolutions, much of RMA's advocacy is focused on addressing contentious or time-sensitive emerging issues linked to policy decisions made by provincial or federal levels of government. It is important that RMA strikes a balance between advocating for member priorities linked to resolutions with emerging issues.

This section seeks input on how effective you think that the resolution process is as a means for members to provide RMA with advocacy direction, and how you think the RMA balances the advocacy of both emerging issues and endorsed resolutions.

14. What role (if any) should districts play in vetting resolutions prior to being presented at conventions?
15. Should there be a limit on the number of resolutions submitted for voting at each convention? If you think that the number of resolutions should be limited, how could this be implemented?
16. Is the current resolution process effective in establishing membership direction for advocacy? If not, how can it be improved?
17. Should advocacy efforts on endorsed resolutions and emerging issues be prioritized/ranked by RMA? If so, on what basis?

18. What would be the most effective way for the RMA to report on the advocacy status of both endorsed resolutions and emerging issues?

Board Compensation

RMA board compensation is reviewed by the BGRC once every four years. Cross-jurisdictional municipal association comparisons are considered alongside other Alberta association comparisons to ensure that the policy reflects standards across the province. Board compensation has not been updated since the 2016 Board Governance Review. Attached is the [current RMA compensation policy](#) plus the most recent [2023-2024 Summary of Directors' Compensation and Expenses](#).

This section seeks input on the fair compensation of RMA board members.

19. Should RMA Board of Director per diem expenses be tied to financial indicators (ie: inflation, rolling averages, consumer pricing index, etc.)?

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

Other

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