



Otonabee Region Conservation Authority

Governance Bylaws



Otonabee
CONSERVATION

Otonabee Conservation By Law 2018-001
Table of Adoption/ Amendments

Date of Adotpion/ Approval	Motion #	Summary of Amendments
August 16, 2018	057/18	By Law Adoption
April 16, 2020	020/20	Part C.1B – Meeting Rules & Procedures during a Declared of State of Emergency (Board Report #2020-013)
October 15, 2020	059/20	Part C.2, Notice of Meeting, Part C.10 Electronic Procedures (Board Report #2020-051)
March 18, 2021	026/21	Various Sections to align with amended CA Act (Board Report #2021-016)
June 17, 2021	053/21	Part C.4, Part C.6, Part C.16 – pertaining to the term and election of Chair/ Vice Chair (Board Report #2021-037)
September 22, 2022	090/22	Part C.16 – pertaining to appointment of a Nominating Committee

Contents

- Part A. Introduction..... 4
- Part B. Definitions 5
- Part C. Governance 7
 - 1. Members 7
 - a) Appointments..... 7
 - b) Term of Member Appointments 7
 - c) Powers of the General Membership 7
 - d) Member Accountability 9
 - e) Applicable Legislation..... 9
 - f) Relationship between Members and Staff..... 9
 - 2. Officers 10
 - a) Chair 10
 - b) Vice-Chair 10
 - c) Chief Administrative Officer/Secretary-Treasurer..... 10
 - d) Manager, Corporate Services: 11
 - 3. Absence of Chair and Vice-Chair(s)11
 - 4. Maximum Term for Chair and Vice-Chair 11
 - 5. Election of Chair and Vice-Chairs..... 12
 - 6. Appointment of Auditor 12
 - 7. Appointment of Financial Institution 12
 - 8. Appointment of Solicitor 12
 - 9. Financial Statements and Report of the Auditor..... 12
 - 10. Borrowing Resolution.....13
 - 11. Levy Notice 13
 - 12. Signing Officers..... 13
 - 13. Executive Committee 13
 - a) Composition 13
 - b) Powers and Functions 14
 - 14. Audit Committee 15
 - a) Composition 15
 - b) Powers and Functions 15

15. Nominating Committee.....	15
a) Composition	15
b) Powers and Functions	15
16. Advisory Boards and Other Committees	16
17. Remuneration of Members.....	16
18. Records Retention	16
19. Records Available to Public	17
20. By-law Review	17
21. Available to Public.....	17
22. Enforcement of By-laws and Policies.....	17
23. Indemnification of Members, Officers and Employees	18
Part D. Meeting Procedures	19
1. Rules and Procedures.....	19
2. Declared State of Emergency	19
3. Notice of Meeting	19
4. Meetings Open to Public.....	20
5. Agenda for Meetings.....	20
6. Quorum	21
7. Order of Business	21
8. Debate.....	21
9. Matters of Precedence.....	22
10. Members' Attendance.....	22
11. Electronic Meetings and Participation.....	23
12. Delegations.....	23
13. Annual Meeting.....	24
14. Meetings with Closed "In Camera" Sessions.....	24
15. Voting	26
16. Notice of Motion	27
17. Motion to Reconsider.....	27
18. Duties of the Meeting Chair	27
19. Conduct of Members.....	28
20. Minutes of Meetings.....	29
Part E. Approval of By-law and Revocation of Previous By-law(s).....	30

Appendix 1 - Code of Conduct 31

Appendix 2 - Conflict of Interest..... 35

Appendix 3 - Procedure for Election of Officers..... 37

Part A. Introduction

The Otonabee Region Conservation Authority is a non-share corporation, established under Section 3 of the *Conservation Authorities Act*, with the objects to provide, in the area over which it has jurisdiction, programs and services designed to further the conservation, restoration, development and management of natural resources other than gas, coal and minerals.

Under the Act, municipalities within a common watershed are enabled to petition the province to establish a conservation authority. The purpose of the Act is to provide for the organization and delivery of programs and services that further the conservation, restoration, development and management of natural resources in watersheds in Ontario. The Authority is comprised of its Members, appointed as representatives by the Participating Municipalities of:

- Township of Asphodel-Norwood
- Township of Cavan Monaghan
- Township of Douro-Dummer
- City of Kawartha Lakes
- Township of Otonabee-South Monaghan
- City of Peterborough
- Township of Selwyn
- Municipality of Trent Hills

In addition, and in accordance with Subsection 14 (4) of the Act, the Minister may appoint a representative of the agricultural sector as an additional member of the authority.

Vision:

A HEALTHY natural environment where communities THRIVE.

Mission:

To be a LEADER in the Otonabee Region watershed for the CONSERVATION, PROTECTION and ENHANCEMENT of a healthy, natural environment.

The Members of the Conservation Authority form the General Membership of the Conservation Authority. The Members are bound by the Act and other applicable legislation. The Authority must always act within the scope of its powers. As a non-share corporation, the Authority has the capacity and, subject to the Act and other applicable legislation, the rights, powers and privileges of a natural person. The powers of a conservation authority to accomplish its objects are set out in the Act, including those identified under Subsection 21(1).

Part B. Definitions

“Audit Committee” means a committee of three Members appointed by the Authority to execute specific duties on behalf of the Authority,

“Authority” means the Otonabee Region Conservation Authority

“Act” means the *Conservation Authorities Act*, R.S.O. 1990, chapter C.27

“Chair” means the Chairperson as referenced in the Act as elected by the Members of the Authority.

“Chief Administrative Officer” means the Chief Administrative Officer of the Authority and which may include the responsibilities of the Secretary-Treasurer if so designated by resolution of the Authority.

“Committee” means a committee or advisory board appointed by the Authority.

“Executive Committee” means a committee of five or six Members appointed by the Authority to execute specific duties on behalf of the Authority.

“Fiscal Year” means the period from January 1 through December 31.

“General Membership” means all of the Members, collectively.

“Levy” means the amount of costs apportioned to participating municipalities in accordance with the Act and Regulations under the Act.

“Majority” means half of the votes plus one.

“Members” shall mean the Members appointed to the Authority by the participating municipalities in the Authority’s area of jurisdiction and additional member appointed by the Minister as a representative of the agricultural sector.

“Minister” means Minister responsible for the administration of the Act.

“Non-matching Levy” means that portion of an Authority’s levy that meets the definition of non-matching levy as found in Ontario Regulation 139/96.

“Officer” means an officer of the Authority empowered to sign contracts, agreements and other documents on behalf of the Authority in accordance with Subsection 19.1 of the Act, which shall include the Chair, Vice-Chair, Chief Administrative Officer/Secretary-Treasurer and Manager, Corporate Services.

“Participating Municipality” means a municipality that is designated by or under the Act as a participating municipality in a conservation authority.

“Pecuniary Interest” includes the financial or material interests of a Member and the financial or material interests of a member of the Member’s immediate family.

“Secretary-Treasurer” means Secretary-Treasurer of the Authority with the roles specified in the Act.

“Staff” means an employee of the Authority as provided for under Subsection 18(1) of the Act.

“Vice-Chair” means the Vice-Chairperson as elected by the Members of the Authority.

“Weighted Majority” means the votes of 51 per cent of those represented after the votes are weighted by the percentage that applies under Ontario Regulation 139/96 for Municipal Levies.

Part C. Governance

1. Members

a) Appointments

Participating Municipalities within the jurisdiction of the Otonabee Region Conservation Authority may appoint Members in accordance with Section 14 of the Act.

The number of appointments afforded each participating municipality is prescribed in Subsection 2(2) of the Act. Currently Participating Municipalities may appoint the following number of members:

Township of Asphodel-Norwood	1 member
Township of Cavan Monaghan	1 member
Township of Douro-Dummer	1 member
City of Kawartha Lakes	1 member
Township of Otonabee-South Monaghan	1 member
City of Peterborough	3 members
Township of Selwyn	2 members
Municipality of Trent Hills	1 member

In addition, and in accordance with Subsection 14(4) of the Act, the Minister may appoint a representative of the agricultural sector as an additional member to the Authority.

Collectively, the appointed Members comprise the Authority, and for the purposes of this by-law are also referred to as the General Membership.

b) Term of Member Appointments

In accordance with Section 14 of the Act, a Member shall be appointed for a term of up to four years at the discretion of the appointing municipal council; such term beginning at the first meeting of the Authority following their appointment and ending immediately before the first meeting of the Authority following the appointment of their replacement.

The Chief Administrative Officer/ Secretary-Treasurer shall notify the appropriate municipality in advance of the expiration date of any Member's term, unless notified by the municipality of the Member's reappointment or the appointment of their replacement. A Member is eligible for reappointment.

A Member can be replaced by a Participating Municipality at the municipality's discretion, or in the case of a member appointed by the Minister, at the Minister's discretion, prior to the end of their term.

c) Powers of the General Membership

Subject to the Act and other applicable legislation, the General Membership is empowered without restriction to exercise all of the powers prescribed to the Authority under the Act. In addition to the powers of an authority under Section 21 of the Act for the purposes of accomplishing its objects, the powers of the General Membership include but are not limited to:

- I. Approving by resolution, the creation of Committees and/or Advisory Boards, the members thereof and the terms of reference for these Committees and/or Advisory Boards;
- II. Appointing a Chief Administrative Officer/Secretary-Treasurer;
- III. Terminating the services of the Chief Administrative Officer/Secretary-Treasurer;
- IV. Approving, establishing and implementing regulations, policies and programs;
- V. Awarding contracts or agreements where the approval of the Authority is required under the Authority's purchasing policy;
- VI. Appointing an Executive Committee and delegate to the Committee any of its powers except:
 - i. The termination of the services of the Chief Administrative Officer/Secretary-Treasurer,
 - ii. The power to raise money, and
 - iii. The power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the Authority.
- VII. Approving by resolution, any new capital projects of the Authority;
- VIII. Approving by resolution, the method of financing any new capital projects;
- IX. Approving details on budget allocations on any new or existing capital projects;
- X. Approving of the total budget for the ensuing year, and approving the levies to be paid by the Participating Municipalities;
- XI. Receiving and approving the Financial Statements and Report of the Auditor for the preceding year;
- XII. Authorizing the borrowing of funds on the promissory note of the Authority in accordance with Subsection 3(5) of the Act;
- XIII. Approving permits or refusing permission as may be required under any regulations made under Section 28 of the Act, or delegating such authority to the Chief Administrative Officer/Secretary-Treasurer or any other employee as it deems appropriate;
- XIV. Holding hearings required for the purpose of reviewing permit applications, and advising every applicant of their right to appeal the decision to the Minister of Natural Resources and Forestry through the Mining and Lands Tribunal;
- XV. Approving fee schedules;
- XVI. Receiving delegations on behalf of the Authority;
- XVII. Considering requests for grants or donations from groups outside of the Authority;

- XVIII. Approving the acquisition and/or disposition of real property, including long-term leases of land;
- XIX. Approving any strategies or actions to mitigate significant risks to the Authority; and
- XX. Approving any human resources policies that have a financial impact on the budget including approving staff salary schedules.

d) Member Accountability

Participating Municipalities appoint Members to the Authority as their representatives. Members have the responsibilities of Directors of the corporation that is the Authority. While the administration is responsible for the day-to-day operations, the General Membership is responsible for matters of governance, ensuring compliance with applicable legislation, and ensuring appropriate policies are in place and for financial soundness of the Authority.

All Members have the responsibility to be guided by and adhere to the Code of Conduct (Appendix 1) and Conflict of Interest Policy (Appendix 2), as adopted by the Authority.

Members are responsible for:

- I. Attending all meetings of the Authority;
- II. Understanding the purpose, function and responsibilities of the authority;
- III. Being familiar with the Authority’s statutory and other legal obligations;
- IV. With the administration, setting strategic direction for the Authority.

e) Applicable Legislation

In addition to the Act, the Members are subject to other legislation including, but not limited to:

- I. *Municipal Conflict of Interest Act*
- II. *Municipal Freedom of Information and Protection of Privacy Act*

If any part of the by-law conflicts with any provision of the Municipal Conflict of Interest Act or the Municipal Freedom of Information and Protection of Privacy Act or a provision of a regulation made under one of those acts, the provision of that act or regulation prevails.

f) Relationship between Members and Staff

The General Membership relies on the Chief Administrative Officer/Secretary-Treasurer to manage the operations of the organization, including all employees of the Authority. The Chief Administrative Officer/Secretary Treasurer is accountable to the Authority, working cooperatively to achieve the goals established by the Authority.

The General Membership will ensure that a process exists for setting annual performance objectives and for evaluating the performance of the Chief Administrative Officer/Secretary-Treasurer.

2. Officers

The Officers of the Authority, and their respective responsibilities, shall be:

a) Chair

- I. Is a Member of the Authority;
- II. Presides at all meetings of the General Membership (and Executive Committee if applicable);
- III. Serves as ex-officio member of all Committees (except Nominating Committee) and shall have full voting power;
- IV. Calls special meetings if necessary;
- V. Represents the Authority at public functions to which it is invited and at which it should have representation and acts as a public spokesperson on behalf of the General Membership;
- VI. Serves as an Officer for the Authority;
- VII. Ensures relevant information and policies are brought to the Authority's attention;
- VIII. Keeps the General Membership apprised of significant issues in a timely fashion;
- IX. Works in partnership and provides direction and support as may be required to the Chief Administrative Officer/Secretary-Treasurer to ensure polices, programs, and projects adopted by the Authority and/or prescribed by legislation are implemented;
- X. Performs other duties when directed to do so by resolution of the Authority.

b) Vice-Chair

- I. Is a Member of the Authority;
- II. Attends all meetings of the Authority (and Executive Committee if applicable);
- III. Carries out assignments as requested by the Chair;
- IV. Understands the responsibilities of the Chair and acts as Chair immediately upon the death, incapacity to act, absence or resignation of the Chair until such time as a new Chair is appointed or until the Chair resumes their duties;
- V. Serves as an Officer for the Authority.

c) Chief Administrative Officer/Secretary-Treasurer

Responsibilities of the Chief Administrative Officer and Secretary-Treasurer as assigned by the Authority include, but are not limited to the following:

- I. Is an employee of the Authority;
- II. Attends all meetings of the General Membership (and Executive Committee if applicable);

- III. Works in close collaboration with the Chair and Vice-Chair(s) and keeps them apprised of relevant information and significant issues in a timely fashion;
- IV. Develops a strategic plan for approval by the General Membership and implements short and long-range goals and objectives;
- V. Responsible for the management of the operations of the Authority, including all the recruitment, hiring, dismissing, supervision and evaluation of all employees;
- VI. Ensures resolutions of the Authority are implemented in a timely fashion; and that policies, procedures, projects, budgets passed by the Board and other legislation and regulations are adhered to;
- VII. Develops and maintains effective relationships and ensures good communications with Participating Municipalities, federal and provincial government ministries/agencies, Indigenous Rights Holders, other conservation authorities, Conservation Ontario, stakeholders, community groups and associations;
- VIII. Fulfills the requirements of the Secretary-Treasurer as defined in the Act;
- IX. Attends all meetings of the General Membership (and Executive Committee, if applicable);
- X. Is the custodian of the Corporate Seal;
- XI. Serves as an Officer for the Authority;
- XII. Acts as a public spokesperson for the Authority in the absence of Chair and/or Vice-Chair, or as agreed upon;
- XIII. Sets human resources policies that have no dollar impact on the budget;
- XIV. Reviews and monitors the performance of the organizational structure to ensure relevance to core programs and services and implements structural changes as required.

d) Manager, Corporate Services:

- I. Is an employee of the Authority;
- II. Works under the direction of the Chief Administrative Officer/Secretary – Treasurer. ●

3. Absence of Chair and Vice-Chair(s)

In the event of the absence of the Chair and Vice-Chair(s) from any meeting, the members shall appoint an Acting Chair who, for the purposes of that meeting has all the powers and shall perform all the duties of the Chair.

4. Maximum Term for Chair and Vice-Chair

The term of the Chair and Vice-Chair is for one year. A Chair or Vice-Chair may serve for no more than two consecutive terms.

In accordance with Subsection 17 (1.3) the Minister may grant permission for the appointment of a Chair or Vice-Chair for a term of more than one year or to hold office for more than two consecutive terms.

5. Representatives to Conservation Ontario Council

The Authority may appoint up to three representatives to Conservation Ontario Council ("Council"), designated as Voting Delegate and Alternate(s). The Authority's Voting Delegate and Alternates shall be appointed and registered with Conservation Ontario annually.

6. Election of Chair and Vice-Chairs

The election of the Chair and Vice-Chair shall be held at the Annual Meeting which shall be held before March 1st and in accordance with the Authority's Procedures for Election of Officers (Appendix 3).

In accordance with Subsection 17 (1.2) of the Act, the Authority shall appoint Chairs and Vice-Chairs from among the members appointed to the authority by each participating municipality on a rotating basis so as to ensure that a member appointed to the Authority by a particular participating municipality cannot be appointed to succeed an outgoing Chair or Vice-Chair appointed to the authority by the same municipality.

In accordance with Subsection 17 (1.3) the Minister may grant permission to appoint as Chair or Vice-Chair a member who was appointed to the authority by the same participating municipality that appointed the outgoing Chair or Vice-Chair.

7. Appointment of Auditor

Subject to satisfactory performance and reasonable fees, the General Membership shall appoint, at the Annual Meeting, the same auditor for the coming year in accordance with Section 38 of the Act.

8. Appointment of Financial Institution

Subject to satisfactory performance and reasonable fees, the General Membership shall appoint, at the Annual Meeting, the same financial institution for the coming year to act as the Authority's banker.

9. Appointment of Solicitor

Subject to satisfactory performance and reasonable fees, the General Membership shall appoint, at the Annual Meeting, the same solicitor for the coming year to act as the Authority's solicitor.

10. Financial Statements and Report of the Auditor

The General Membership shall receive and approve the Audited Financial Statements and Report of the Auditor annually for the previous year within six months following year-end.

The Authority shall forward copies of the Audited Financial Statements and Report of the Auditor to Participating Municipalities and the Minister in accordance with Section 38 of

the Act and will make the Audited Financial Statements available to the public on the Authority's website.

11. Borrowing Resolution

The Authority shall establish a borrowing resolution by March 31st of each year and such resolution shall be in force until it is superseded by another borrowing resolution.

12. Levy Notice

The levy due to the Authority from Participating Municipalities shall be communicated to those municipalities in accordance with the Act and any applicable Regulations.

13. Signing Officers

All deeds, transfers, assignments, contracts, and obligations entered into by the Authority shall be signed by the Officers of the Authority, as follows:

- I. The signing officers of the Authority shall be the Chair, Vice-Chair, Chief Administrative Officer/Secretary-Treasurer, and the Manager, Corporate Services;
- II. Cheques to a maximum of \$25,000 will be signed by any two of the four signing officers while cheques greater than \$25,000 will be signed by at least one of the Chair or Vice-Chair and one of the Chief Administrative Officer/Secretary-Treasurer or Manager, Corporate Services. Signing officers will not sign any cheque payable to themselves;
- III. The signing officers for the payments of mandatory employee related costs (i.e. remittances for income tax, employment insurance, Canada Pension Plan, and premiums for pension, benefits and WSIB) shall be any two signing officers for any amount provided that the amount of the payment has been approved in the budget;
- IV. All deeds, transfers, assignments, contracts and obligations entered into by the Authority will be signed by one of the Chair or Vice-Chair and the Chief Administrative Officer/Secretary-Treasurer or Manager, Corporate Services;
- V. The signing officers are empowered to authorize the transfer of funds.

Signing authority that was authorized by any previous Administration Regulation or By-law is superseded by this By-law.

14. Executive Committee

The Authority shall have an Executive Committee.

a) Composition

The Executive Committee is to be comprised of five (5) Members, who shall include the Chair, Vice-Chair and three (3) other Members. The Chair and Vice-Chair of the Authority shall serve as the Chair and Vice-Chair of the Executive Committee. In all cases the committee composition shall include the three (3) representatives appointed by the City of Peterborough. The composition and voting rights of the committee shall be based on the following representational principles:

- I. In cases where the business of the executive committee pertains to a matter within the geographical limits of the City of Peterborough, the Committee shall be comprised of five (5) members including the three (3) appointed by the City of Peterborough. All Members, including the Chair shall have one (1) vote.
- II. In cases where the business of the Executive Committee pertains to a matter outside the geographical limits of the City of Peterborough, the Committee shall be comprised of six (6) members with voting rights as follows:
 - i. One (1) of the three (3) representatives from the City of Peterborough shall serve as Chair of the meeting and shall not be entitled to vote. The remaining five (5) members shall include the two (2) members appointed by the City and three (3) appointed from outside the City. The members shall be entitled to one (1) vote on the matter before the Committee. If the Chair of the Board is not a member from the City, the Committee shall appoint a member from the City to serve as Chair for the meeting and the Chair of the Board shall act as a voting member.
- III. In all instances, the composition of the Committee shall be comprised of the Member, or members in the case of The Township of Selwyn, for any matter before the Committee that falls within the geographical limits of the municipality.
- IV. When necessary, the Chief Administrative Officer/Secretary-Treasurer in consultation with the Chair of the Board shall make appropriate changes to the composition of the Committee to ensure the representational composition of the Committee for any meetings that pertain to matters outside the geographic limits of the City of Peterborough complies with the provisions above.
- V. Notice of an Executive Committee meeting and the composition of the Committee for that meeting shall be given to all Members at least 5 days prior to the date of the meeting.

b) Powers and Functions

The Executive Committee shall have the delegated powers to:

- I. Administer the implementation of Regulations passed under Section 28(1) of the *Conservation Authorities Act*, in accordance with the Act and approved Policies and Procedures as established by the Authority; RSO 1990 c. C27, 28(2)
- II. Administer the implementation of all Authority plan review functions related to responsibilities under the *Conservation Authorities Act*, the *Planning Act*, the Provincial Policy Statement and any other planning services that may be defined by Agreement or Memorandum(s) of Understanding which may exist between the Authority and other agencies or municipalities; RSO 1990 c. C27, 31(d)
- III. In the event that the Authority does not meet in any given month, the Executive Committee may, during that month authorize the entering into contracts or agreements that are necessarily incidental to the works approved by the Authority; RSO 1990 c. C27, 31(d)(iii), or may be urgent and “time sensitive”.

15. Audit Committee

The Authority shall have an Audit Committee.

a) Composition

The Audit Committee shall be comprised of three Members appointed at the Annual Meeting. An officer of the Authority may not be appointed to the Audit Committee.

b) Powers and Functions

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditor, management and the General Membership, and to ensure the auditor has a facility to consider and discuss governance and audit issues with parties not directly responsible for operations. The Audit Committee's responsibilities include:

- I. Providing oversight of the financial reporting process, the audit process, the system of internal controls and compliance with laws and regulations;
- II. Reviewing the draft financial statements prepared by management and making recommendation to the Board regarding acceptance or rejection;
- III. Making known to the auditor any issues of disclosure, corporate governance, fraud or illegal acts, non-compliance with laws or regulatory requirements that are known to them, where such matters may impact the financial statements or auditor's report; and,
- IV. Reviewing and reporting on such other matters as may be assigned to the Committee by the Board.

16. Nominating Committee:

The Authority shall appoint a Nominating Committee at a meeting prior to December 1st of each non-election year. For election years, the Authority shall appoint a Nominating Committee at a meeting prior to December 31.

a) Composition

The Nominating Committee shall be comprised of three Members.

b) Powers and Functions

The Nominating Committee at its meeting before the Annual meeting shall draw up a proposed slate of officers, including the Chair and Vice-Chair for the Authority, which it will present at the Annual Meeting of the Authority after having ascertained the willingness of each to act.

If it deems advisable, The Nomination Committee may recommend to the Members that the Authority seek permission from the Minister under Subsection 17 (1.3) of the Act to:

- I. Appoint a Chair or Vice-Chair for a term of more than one year;
- II. Appoint a Chair or Vice-Chair to hold office for more than two consecutive terms;
and

- III. Appoint a Chair or Vice-Chair a member who was appointed to the authority by the same participating municipality that appointed the outgoing Chair or Vice-Chair.

A recommendation to seek Minister's permission must be presented to the Members for their approval no later than the regular November meeting of the members.

17. Advisory Boards and Other Committees

In accordance with Subsection 18(2) of the Act, the Authority shall establish such Advisory Boards as required by regulation and may establish such other Advisory Boards or committees as it considers appropriate to study and report on specific matters.

The General Membership shall approve the terms of reference for all such Advisory Boards and committees, which shall include the role, the frequency of meetings and the number of members required.

Resolutions and policies governing the operation of the Authority shall be observed in all Advisory Board and committee meetings.

Each Advisory Board or committee shall report to the General Membership, presenting any recommendations made by the Advisory Board or committee.

The dates of all Advisory Board and committee meetings shall be made available to all Members of the Authority.

18. Remuneration of Members

The Authority shall establish a per diem allowance from time to time and this allowance will apply to the Chair, Vice-Chair and Members for attendance at Authority Meetings, Advisory Board Meetings, Executive Committee Meetings and at such other meetings or functions as may be from time to time be requested by the Chair and/or authorized by the Authority through the Chief Administrative Officer/ Secretary-Treasurer.

An honorarium may be approved by the Authority for the Chair and Vice-Chair as compensation for their additional responsibilities.

A single per diem will be paid for each separate meeting attended, unless the meetings are concurrent and at the same location including those where no quorum is present.

The Authority shall reimburse members travel expenses incurred for the purpose of attending meetings and/or functions on behalf of the Authority. The per-kilometer rate to be paid for use of a personal vehicle shall be approved by resolution of the General Membership from time-to-time.

Where the Board has considered it appropriate to adjust the per diem allowance or the Chair and Vice Chair's honorarium, the new per diem allowance and Chair and Vice-Chair's honorarium will not come into effect until after the next municipal election.

19. Records Retention

The Authority shall keep full and accurate records including, but not limited to:

- I. Minutes of all meetings of the Authority, including registries of statements of interests in accordance with the *Municipal Conflict of Interest Act*;
- II. Assets, liabilities, receipts and disbursements of the Authority and Financial Statements and Reports of the Auditors;
- III. Human Resources Files for all employees and Members as applicable;
- IV. Workplace Health and Safety documents including workplace inspections, workplace accidents, investigations, etc.;
- V. Electronic Communications including emails;
- VI. Contracts and Agreements entered into by the Authority;
- VII. Strategic Plans and other documents providing organizational direction;
- VIII. Projects of the Authority;
- IX. Technical Studies and data gathered in support of Programs of the Authority;
- X. Legal Proceedings involving the Authority; and
- XI. Incidents of personal injury or property damage involving the Authority and members of the public.

Such records shall be retained and protected in accordance with all applicable laws and the Records Retention Policy of the Authority as approved by the General Membership from time-to-time.

20. Records Available to Public

Records of the Authority shall be made available to the public, subject to requirements of the *Municipal Freedom of Information and Protection of Personal Privacy Act* (MFIPPA).

The Authority shall designate a “head” of the Authority for the purposes of MFIPPA.

21. By-law Review

In accordance with the Act, these by-laws shall be reviewed by the Authority to ensure the by-laws are in compliance with the Act and any other relevant law. The General Membership shall review the by-laws on a regular basis, but at least once every four years, to ensure best management practices in governance are being followed

22. Available to Public

In accordance with the Act, the Authority shall make its by-laws available to the public on the Authority’s website. By-laws shall also be available for review by any member of the public at the Authority’s administration office or provided in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

23. Enforcement of By-laws and Policies

The Members shall respect and adhere to all applicable by-laws and policies (for example, the Code of Conduct and Conflict of Interest). The Authority may take reasonable

measures to enforce its by-laws and policies, including the enforcement mechanisms under the *Municipal Conflict of Interest Act*.

Procedures for enforcement shall, as a minimum, include:

- I. an investigation will be conducted regarding the alleged breach;
- II. an opportunity will be provided to the affected Member to respond to the allegation;
- III. the findings of the investigation and the affected Member's response will be communicated to the General Membership in a closed meeting; and,
- IV. the appointing municipality shall be notified of the outcome of the investigation

24. Indemnification of Members, Officers and Employees

The Authority undertakes and agrees to indemnify and save harmless its Members, Officers and Employees and their heirs and legal representatives, respectively, from and against all costs, charges and expenses, including all amounts paid to settle an action or satisfy any judgement, reasonably incurred by any such Member, Officer or Employee in respect of any civil, criminal or administrative action or proceeding to which any such Member, Officer or Employee is made a party by reason of being a Member, Officer or Employee of the Authority (except in respect of an action by or on behalf of the Authority to procure a judgment in its favour) if;

- I. such Member, Officer or Employee acted honestly, in good faith with a view to the best interests of the Authority and within the scope of such Member's, Officer's or Employee's duties and responsibilities, and,
- II. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty that such Member, Officer or Employee had reasonable grounds for believing that the conduct was lawful.

Part D. Meeting Procedures

The meeting procedures below governing the procedure of the Authority shall also be observed in Executive Committee and Advisory Board meetings, as far as they are applicable, and the words Executive Committee or Advisory Board may be substituted for the word Authority as applicable

1. Rules and Procedures

In all matters of procedure not specifically dealt with under the Act and this By-law, the current edition of Robert's Rules of Order shall be binding.

The Authority will normally conduct its business as a Committee of the Whole.

2. Declared State of Emergency

During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.1 of the Emergency Management and Civil Protection Act, that may prevent the General Membership from meeting in person, a Member may participate in meetings electronically and shall have the ability to:

- I. register a vote;
- II. be counted towards determining quorum; and
- III. participate in meetings closed to the public.

During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.1 of the Emergency Management and Civil Protection Act, that may prevent the General Membership from meeting in person, any date or timeline requirement established under any Section in this By-law shall be postponed until such time as the General Membership can reasonably address the issue.

During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.1 of the Emergency Management and Civil Protection Act, the Authority shall implement best practices to make meetings of the Authority open to the public in accordance with Subsection 15(3) of the Act. Where possible, the Authority will provide for alternative means for the public to participate in meetings electronically.

During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.1 of the Emergency Management and Civil Protection Act, that may prevent the General Membership from meeting in person, any hearing or appeal dealt with in this By-law may be conducted electronically with provisions for applicants and their agents to participate if the Authority decides to hold any such hearing or appeal.

3. Notice of Meeting

The Authority shall hold at least two meetings each year. One meeting before the 1st day of March, which shall be the Annual Meeting and at least one meeting after the 1st day of July

and such other meetings as it considers necessary to effectively conduct the affairs of the Authority.

The General Membership shall approve a schedule for regular meetings in advance.

The Chief Administrative Officer/ Secretary-Treasurer shall send Notice of regular meetings and executive committee meetings to all Members at least five (5) days in advance of a meeting. Notice of all regular or special meetings of the General Membership or its committees shall be made available to the public as soon as possible after its delivery to General Membership. Notice of any meeting shall indicate the time and place of that meeting and the agenda for the meeting.

The Chair may, at their pleasure, call a special meeting of the Authority as necessary on two (2) days' notice in writing or email. That notice shall state the time, place and business of the special meeting and only that business shall be considered at that special meeting. Any Member, with one-third support of the other Members, may also request the Chair to call a meeting of the Authority and the Chair will not refuse.

The Chair or the Chief Administrative Officer/ Secretary-Treasurer may, by notice in writing or email delivered to the Members so as to be received by them at least twelve (12) hours before the hour appointed for the meeting, postpone or cancel any meeting of an Advisory Board or other committee until the next scheduled date for the specific Advisory Board or committee affected.

The Chair or the Chief Administrative Officer/secretary-Treasurer may, if it appears that a storm or like occurrence will prevent the members from attending a meeting, postpone that meeting by advising as many members as can be reached or, if warranted, hold the meeting electronically provided quorum and public attendance can be met. Postponement shall not be for any longer than the next regularly scheduled meeting date.

4. Meetings Open to Public

All meetings of the General Membership and Executive Committee and Advisory Board and committees, if applicable, shall be open to the public in accordance with Subsection 15(3) of the *Conservation Authorities Act*.

A meeting or part of a meeting may be closed to the public if the subject matter being considered is identified in the closed meeting section of the Agenda and the subject matter meets the criteria for a closed meeting as defined in this by-law.

5. Agenda for Meetings

Authority staff, under the supervision of the Chief Administrative Officer/ Secretary-Treasurer or as the Chair directs, shall prepare an agenda for all regular meetings of the Authority and Executive Committee.

The agenda for special meetings of the Authority shall be prepared as directed by the Chair.

All material and correspondence to be dealt with by the Authority at a meeting will be submitted to the Chief Administrative Officer/ Secretary-Treasurer seven (7) days in advance of the meeting where it is to be included in the published agenda; otherwise, any additional items must be added by resolution, to the agenda at the meeting under New Business.

Agendas for meetings shall be forwarded to all Members at least seven (7) calendar days in advance of the meeting. In accordance with Section 15 (2.1) of the Act, agendas shall be made available to the public on the Authority's website at the same time, unless the meeting is closed to the public in accordance with this by-law. Such agendas shall also be available in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

6. Quorum

Pursuant to Subsection 16(2) of the *Conservation Authorities Act*, at any meeting of the Authority a quorum shall consist of one-half of the Members appointed by the Participating Municipalities.

At any Executive Committee meeting, a quorum shall consist of three (3) of its member. At any Audit Committee, or Advisory Board or committee, a quorum shall consist of one half of its members.

When a quorum is first present after the hour fixed for a meeting the Chair shall call the meeting to order. If there is no quorum within one half hour after the time fixed for the meeting, the Chair for the meeting shall declare the meeting adjourned due to a lack of a quorum, or shall recess until quorum arrives, and the recording secretary shall record the names of the Members present and absent.

If during an Authority or Advisory Board or Committee meeting a quorum is lost, then the Chair shall declare that the meeting shall stand recessed or adjourned, until the date of the next regular meeting or other meeting called in accordance with the provisions of this by-law.

Where the number of Members, who are disabled from participating in a meeting due to the declaration of a conflict of interest, is such that at that meeting the remaining Members are not of sufficient number to constitute a quorum, the remaining number of Members shall be deemed to constitute a quorum, provided such number is not less than two.

7. Order of Business

The business of the Authority shall be taken up in the order in which it stands on the agenda unless otherwise decided by a resolution of those Members present.

No Member shall present any matter to the Authority for its consideration unless the matter appears on the agenda for the meeting of the Authority or leave is granted to present the matter by the affirmative vote of a majority of the Members present.

8. Debate

The Authority shall observe the following procedures for discussion/debate on any matter coming before it:

- I. A Member shall be recognized by the Chair prior to speaking;
- II. Where two or more Members rise to speak, the Chair shall designate the Member who has the floor, who shall be the Member who in the opinion of the Chair was first recognized;
- III. All questions and points of discussion shall be directed through the Chair;

- IV. Where a motion is presented, it shall be moved and seconded before debate;
- V. No Member shall speak more than once to the same question without leave from the Chair, except in explanation of a material part of the speech;
- VI. Any Member may ask a question of the previous speaker through the Chair;
- VII. The Member who has presented a motion, other than a motion to amend or dispose of a motion, may speak again to the motion immediately before the Chair puts the motion to a vote;
- VIII. When a motion is under debate, no motion shall be received other than a motion to amend, to defer action, to refer the question, to take a vote, to adjourn, or to extend the hour of closing the proceedings;
- IX. When a motion is under consideration, only one amendment is permitted at a time.

9. Matters of Precedence

The following matters shall have precedence over the usual order of business:

- I. a point of order;
- II. matter of privilege;
- III. a matter of clarification;
- IV. a motion to suspend a rule of procedure or to request compliance with the rules of procedure;
- V. a motion that the question be put to a vote;
- VI. a motion to adjourn.

When a Member rises to a point of order, they shall ask leave of the Chair to raise a point of order and after leave is granted, they shall state the point of order to the Chair and sit down and remain seated until the Chair rules on the point of order and thereafter no Member shall address the Chair on the point of order except for the purpose of appealing the Chair's decision.

When there is no appeal to the Chair's decision on a point of order raised, the decision of the Chair shall be final. Where this is an appeal, the Members present at the meeting shall decide the question by majority vote without debate and its decision shall be final.

10. Members' Attendance

The Authority shall provide a listing of Members' attendance at scheduled meetings of the Authority to the Participating Municipalities at least annually.

Upon a Member's vacancy due to death, incapacity or resignation occurring in any office of the Authority, the Authority shall request the municipality that was represented by that Member appoint a Member replacement.

If a Member is unable to attend any meeting and wishes to bring any additional information or opinion pertaining to an agenda item to the General Membership, the Member shall address in writing or email to the Chair or Chief Administrative Officer/ Secretary-Treasurer such correspondence prior to the start of the meeting. The correspondence shall be read aloud by the Chief Administrative Officer/ Secretary-Treasurer without comment or explanations.

11. Electronic Meetings and Participation

Electronic meetings are permitted and must follow/accommodate Section C. Meeting Procedures identified in this by-law.

A member can participate electronically in a meeting that is open or closed to the public and in either case may be counted in determining whether or not quorum or members is present at any point in time.

Electronic meetings must permit all participants to communicate adequately with each other during the meeting. For open electronic meetings, the public must be able to attend the meeting electronically and be able to observe all that Members can hear and see at the meeting.

12. Delegations

It is the policy of the Authority to make available to the public an avenue of communication by which to address the Authority on matters within its mandate.

Generally, the Authority will hear no more than three (3) delegations during a regular meeting of the Authority. Where an extraordinary number of delegations request the opportunity to present to the Authority, the Chair may call a special meeting for such a purpose.

Delegations wishing to speak to the Authority about an item on an upcoming meeting agenda may make a request in writing or email to the Chief Administrative Officer/ Secretary-Treasurer by 4:30 p.m. on the Monday prior to the next upcoming meeting.

Delegations wishing to make a presentation for an item not on the agenda for the upcoming meeting must submit the request in writing or email to the Chief Administrative Officer/ Secretary-Treasurer fourteen (14) days prior to the next upcoming scheduled meeting. Requests received prior to the fourteen (14) day deadline shall be listed on the published agenda.

Any delegation requesting an opportunity to address the Authority, but not having made a written request to do so in the timelines specified above, may appear before the meeting if approved by resolution by the Members present, or shall be listed on the published agenda for the following meeting.

Delegations wishing to use electronic presentation materials or to provide a written submission to support their presentation must provide these materials at the time they make the request to the Chief Administrative Officer/ Secretary-Treasurer.

Except by leave of the Chair or appeal by the leave of the meeting, delegations shall be limited to one (1) speaker for not more than 10minutes. Members may ask questions of the speaker(s) for up to fifteen (15) minutes. The Chair, if satisfied that all points have been clarified, may bring the presentation to close.

Any actions or decisions arising from the presentation will be communicated in writing to the delegation.

Speakers will be requested not to repeat what has been said by previous speakers at the meeting. A returning delegation will only be allowed to speak again if new, relevant

information has become available since their previous presentation. The Chair may choose to end a returning delegation's presentation if, in the opinion of the Chair, the new information being presented is not relevant to a decision facing the General Membership.

13. Annual Meeting

The Authority shall hold an Annual Meeting before the 1st day of March in each year.

At the Annual Meeting, elections will be held for the position of Chair and Vice-Chair.

At the Annual Meeting, resolutions shall be passed for:

- I. The appointment of a banker;
- II. The appointment of a solicitor;
- III. The appointment of an auditor;
- IV. The appointment of an Audit Committee
- V. The appointment of the "Head" for the *Municipal Freedom of information and protection of Privacy act*;
- VI. The appointment of a representative and alternate(s) to Conservation Ontario Council; and
- VII. A borrowing resolution

14. Meetings with Closed "In Camera" Sessions

Every meeting of the General Membership, Executive Committee and Advisory Board or Committee, if applicable, shall be open to the public as per Subsection 15(3) of the Act, subject to the exceptions set out below.

Before holding a meeting or part of a meeting that is to be closed to the public, the Members shall state by resolution during the open session of the meeting that there will be a meeting closed to the public and the general nature of the matter to be considered at the closed meeting. Once matters have been dealt with in a closed meeting, the General Membership shall reconvene in an open session.

Meetings may be closed to the public if the subject matter being considered relates to:

- I. The security of the property of the Authority;
- II. Personal matters about an identifiable individual, including Employees of the Authority;
- III. A proposed or pending acquisition or disposition of land by the Authority;
- IV. Labour relations or employee negotiations;
- V. Litigation or potential litigation, including matters before administrative tribunals (e.g. Local Planning Appeal Tribunal), affecting the Authority;
- VI. Advice that is subject to solicitor-client privilege;
- VII. A matter in respect of which the General Membership, Executive Committee, Advisory Board or committee or other body may hold a closed meeting under another act;

- VIII. Information explicitly supplied in confidence to the Authority by Canada, a province or territory or a Crown agency of any of them;
- IX. A trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the Authority, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
- X. A trade secret or scientific, technical, commercial or financial information that belongs to the Authority and has monetary value or potential monetary value; or
- XI. A position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Authority; and
- XII. Subject matter that relates to the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act* and the Authority is the head of an institution for the purposes of the Act.

The General Membership shall not vote during a meeting and no written record shall be kept in a meeting closed to the public, unless:

- I. the meeting meets the criteria outlined in this by-law to be closed to the public; and
- II. the vote is for a procedural matter or for giving directions or instructions to Officers, Employees or agents of the Authority or person retained under contract with the Authority.

Confidential discussion during a closed session shall be limited to the issue declared and nothing in this policy confers the power of any Member to make any decision or take any action unless, or until such action is presented and decided upon at a duly called and constituted open meeting of the General Membership.

Any materials presented to the General Membership during a closed meeting shall be returned to the Chief Administrative Officer/ Secretary-Treasurer prior to departing from the meeting and shall be treated in accordance with the Authority's procedures for handling confidential material.

No Member, staff or other person present shall in any way, notify, distribute or make available to any person or other body, by any means, any reports, or items, or disclose the nature of content of any documents or of discussions regarding any matters that are confidential without the approval of such release by the General Membership.

All Members and staff have a personal obligation to the Authority to treat identified documents in confidence and not to use them to the detriment of the authority. The obligation to keep information confidential shall continue after the Member ceases to be a Member or Staff ceases to be employed by the Authority.

A meeting of the Authority, Executive Committee, Advisory Board or other committee may also be closed to the public if:

- I. the meeting is held for the purpose of educating or training the Members, and

- II. at the meeting, no Member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the authority, the executive committee, Advisory Board or other committee.

15. Voting

In accordance with Subsection 16(1) of the *Conservation Authorities Act* each Member is entitled to one vote.

In accordance with Subsection 14 (4.0.1) the member of the Authority appointed by the Minister as a representative of the agricultural sector shall not vote on:

- I. A resolution to enlarge an authority's jurisdiction that is presented at a meeting called under section 10;
- II. A resolution to amalgamate an authority with another authority that is presented at a meeting called under section 11;
- III. A resolution to dissolve the authority that is presented at a meeting called under section 13.1; or
- IV. A resolution relating to any budgetary matter that is presented at a meeting held under section 16.

The Chair is entitled to vote; the exception being that when the Executive Committee is comprised of six (6) members, the Chair shall not be entitled to vote.

A majority vote of the Members present at any meeting is required upon all matters coming before the meeting. On a tie vote, the motion is lost.

If any Member who is qualified to vote abstains from voting, they shall be deemed to have voted neither in favour nor opposed to the question, which will not alter the number of votes required for a majority.

Unless a Member requests a recorded vote, a vote shall be by a show of hands or such other means as the Chair may call. No question shall be voted upon more than once at any meeting, unless a recorded vote is requested.

Where a Member is participating in a meeting of the General Membership by telephone, the Member is entitled to vote as if they were attending the meeting in person.

If a Member present at a meeting at the time of the vote requests immediately before or after the taking of the vote that the vote be recorded, each member present taken by alphabetical surname with the Chair voting last, except a member who is disqualified from voting by any Act, shall announce their vote openly answering "yes" or "no" to the question, and the Chief Administrative Officer/ Secretary-Treasurer shall record each vote.

At the meeting of the Authority at which the Non-Matching Levy is to be approved, the Chief Administrative Officer/ Secretary-Treasurer shall conduct the vote to approve a Non-Matching Levy by a Weighted Majority of the Members present and eligible to vote, in accordance with Ontario Regulation 139/96.

Where a question under consideration contains more than one item, upon the request of any Member, a vote upon each item shall be taken separately.

Except as provided in this Section 6 and Appendix 3 of the By-law (Election of Chair and Vice-Chair), no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

16. Notice of Motion

Written notice of motion to be made at an Authority, Executive Committee, Advisory Board or committee meeting may be given to the Chief Administrative Officer/ Secretary-Treasurer by any Member of the Authority not less than seven (7) days prior to the date and time of the meeting, shall be included on the agenda of the next meeting. The Chief Administrative Officer/ Secretary-Treasurer shall include such notice of motion in full in the agenda for the meeting concerned.

When a motion in respect to the business on the agenda is presented to the Authority at its meeting the Chair may at their discretion require that the motion be presented in writing and signed by the mover and seconder and the motion shall then be read by the Chair before debate.

Recommendations included in reports of Advisory Board or committees that have been included in an agenda for a meeting of the General Membership or Executive Committee (if applicable), shall constitute notice of motion for that meeting.

Recommendations included in staff reports that have been included in an agenda for a meeting of the General Membership or Executive Committee (if applicable), shall constitute notice of motion for that meeting.

Written Notice of Motion of any business not on the agenda may be given at any Authority meeting by any Member of the Authority and shall be placed on the agenda of the next meeting of the authority.

Notwithstanding the foregoing, any motion or other business may be introduced for consideration of the Authority provided that it is made clear that to delay such motion or other business for the consideration of an appropriate Advisory Board or committee would not be in the best interest of the Authority and that the introduction of the motion or other business shall be upon an affirmative vote of the Members of the Authority present.

17. Motion to Reconsider

If a motion is made to reconsider a previous motion, a two-thirds majority vote shall be required in order for reconsideration to take place. If a motion to reconsider is passed, the original motion shall then be placed on the agenda at a future meeting to be debated and voted upon, and the result of that vote, based on a simple majority, shall supersede.

18. Duties of the Meeting Chair

It shall be the duty of the Chair, with respect to any meetings over which they preside, to:

- I. Preserve order and decide all questions of order, subject to appeal; and without argument or comment, state the rule applicable to any point of order if called upon to do so;

- II. Ensure that the public in attendance does not in any way interfere or disrupt the proceedings of the Members;
- III. Receive and submit to a vote all motions presented by the Members, which do not contravene the rules of order or regulations of the Authority;
- IV. Announce the results of the vote on any motions so presented;
- V. Adjourn the meeting when business is concluded.

19. Conduct of Members

Members shall maintain a high standard of conduct and at all times comply with applicable laws and the Authority's Code of Conduct (Appendix 1).

No Member at any meeting of the Authority shall:

- I. Speak in a manner that is discriminatory in nature based on an individual's race, ancestry, ethnic origin or place of origin, citizenship, creed, gender, sexual orientation, age, colour, marital status, family status or disability;
- II. Leave their seat or make any noise or disturbance while a vote is being taken or until the result is declared;
- III. Interrupt a Member while speaking, except to raise a point of order or a question of privilege;
- IV. Speak disrespectfully or use offensive words against the Authority, the Members, staff, or any member of the public;
- V. Speak beyond the question(s) under debate;
- VI. Resist the rules of order or disobey the decision of the Chair on the questions of order or practices or upon the interpretation of the By-laws; and
- VII. Criticize any decision of the Authority or the Executive Committee, as the case may be, except for moving in accordance with the provision of these policies that the questions be reconsidered.

If any Member resists or disobeys, they may be ordered by the Chair to leave their seat for the remainder of the meeting. In the case of an apology being made by the offender, they may, by majority vote of the Authority, be permitted to retake their seat.

A strong partnership is essential between the Members and the Chief Administrative Officer/ Secretary-Treasurer. The General Membership allows the Chief Administrative Officer/ Secretary-Treasurer to manage the organization and its staff subject to the Authority's policies and specific directions from the General Membership. The following are guidelines, related to effective human resources practices, to facilitate this partnership:

- I. If a Member has questions or issues surrounding reports, projects, operational concerns or complaints, such questions should be directed through the Chief Administrative Officer/ Secretary-Treasurer;
- II. If a Member receives a complaint from a staff person, the Member should advise the staff person to follow the process outlined in the Authority's Terms of Employment policy; and

- III. If a Member is approached by the public with inquiries/ complaints regarding operational matters, the Member is encouraged to contact the Chief Administrative Officer/ Secretary-Treasurer who in turn can contact the individual for review/ resolution.

20. Minutes of Meetings

The Chief Administrative Officer/ Secretary-Treasurer shall undertake to have a Recording Secretary in attendance at meetings of the Authority, the Executive Committee and each Advisory Board or committee. The Recording Secretary shall make a record in the form of minutes of the meeting proceedings and in particular shall record all motions considered at the meeting.

If a recording secretary is not present in a closed session, the Chief Administrative Officer/ Secretary-Treasurer shall take notes of any direction provided, for endorsement by the Chair and Vice-Chair.

Minutes of all meetings shall include the time and place of the meeting and a list of those present and shall state all motions presented together with the mover and seconder and voting results.

The Chief Administrative Officer/ Secretary-Treasurer or designate shall include draft minutes of the previous meeting available to each Member of the Authority at the same time as the agenda for the next meeting is distributed.

In accordance with Subsection 15 (2.1) of the Act, minutes of a meeting of the Authority or Executive Committee shall be available to the public within 30 days after the meeting by posting them on the Authority's website.

After the minutes have been approved by resolution, original copies shall be signed by the Chair and Chief Administrative Officer/ Secretary-Treasurer and copies of all non-confidential minutes shall be posted on the Authority's website. Such minutes shall also be available for review by any member of the public at the Authority's administration centre or provided in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

Part E. Approval of By-law and Revocation of Previous By-law(s)

By-law number n/a is here by repealed;

By-law number 2018-001 shall come into force on the 16th day of August, 2018

READ A FIRST AND SECOND TIME August 16, 2018
Date

READ A THIRD TIME AND FINALLY PASSED August 16, 2018
Date

Signed: _____
Chair

Chief Administrative Officer/ Secretary-Treasurer

Appendix 1 - Code of Conduct

1. Background

The Otonabee Region Conservation Authority demands a high level of integrity and ethical conduct from its General Membership. The Authority's reputation has relied upon the good judgement of individual Members. A written Code of Conduct will ensure that all Members share a common basis for acceptable conduct. Formalized standards will provide a reference guide and a supplement to legislative parameters within which Members must operate. Further, they enhance public confidence that Members operate from a base of integrity, justice and courtesy.

The Code of Conduct is a general standard. It augments the laws which govern the behaviour of Members, and it is not intended to replace personal ethics.

This Code of Conduct will also assist Members in dealing with confronting situations not adequately addressed or that may be ambiguous in Authority resolutions, regulations, or policies and procedures.

2. General

All Members, whether municipal councillors or appointed representatives of a municipality, are expected to conduct themselves in a manner that reflects positively on the Authority.

All Members shall serve in a conscientious and diligent manner. No Member shall use the influence of office for any purpose other than for the exercise of their official duties.

It is expected that Members adhere to a code of conduct that:

- I. upholds the mandate, vision and mission of the Authority;
- II. considers the Authority's jurisdiction in its entirety, including their appointing municipality;
- III. respects confidentiality;
- IV. approaches all Authority issues with an open mind, with consideration for the organization as a whole;
- V. exercises the powers of a Member when acting in a meeting of the Authority;
- VI. respects the democratic process and respects decisions of the General Membership, Executive Committee, Advisory Board and other committees;
- VII. declares any direct or indirect pecuniary interest or conflict of interest when one exists or may exist; and
- VIII. conducts oneself in a manner which reflects respect and professional courtesy and does not use offensive language in or against the Authority or against any Member or any Authority staff.

3. Gifts and Benefits

Members shall not accept fees, gifts, hospitality or personal benefits that are connected directly or indirectly with the performance of duties, except compensation authorized by law.

4. Confidentiality

The members shall be governed at all times by the provisions of the *Municipal Freedom and Information and Protection of Privacy Act*.

All information, documentation or deliberations received, reviewed, or taken in a closed meeting are confidential.

Members shall not disclose or release by any means to any member of the public any confidential information acquired by virtue of their office, except when required by law to do so.

Members shall not permit any persons, other than those who are entitled thereto, to have access to information which is confidential.

In the instance where a Member vacates their position on the General Membership they will continue to be bound by MFIPPA requirements.

Particular care should be exercised in protecting information such as the following:

- I. Human resources matters;
- II. Information about suppliers provided for evaluation that might be useful to other suppliers;
- III. Matters relating to the legal affairs of the Authority;
- IV. Information provided in confidence from an Aboriginal community, or a record that if released could reasonably be expected to prejudice the conduct of relations between an Aboriginal community and the Authority;
- V. Sources of complaints where the identity of the complainant is given in confidence;
- VI. Items under negotiation;
- VII. Schedules of prices in tenders or requests for proposals;
- VIII. Appraised or estimated values with respect to the Authority's proposed property acquisitions or dispositions; and
- IX. Information deemed to be "personal information" under MFIPPA.

The list above is provided for example and is not exhaustive.

5. Use of Authority Property

No Member shall use for personal purposes any Authority property, equipment, supplies, or services of consequence other than for purposes connected with the discharge of Authority duties or associated community activities of which the Authority has been advised.

6. Work of a Political Nature

No Member shall use Authority facilities, services or property for their election or re-election campaign to any position or office within the Authority or otherwise.

7. Conduct at Authority Meetings

During meetings of the Authority, Members shall conduct themselves with decorum. Respect for delegations and for fellow Members requires that all Members show courtesy and not

distract from the business of the Authority during presentations and when others have the floor.

8. Relationship with Staff

Members shall be respectful of the fact that staff work for the Authority as a whole and are charged with making recommendations that reflect their professional expertise and corporate perspective, without undue influence.

9. Business Relations

No Member shall borrow money from any person who regularly does business with the Authority unless such person is an institution or company whose shares are publicly traded and who is regularly in the business of lending money.

No Member shall act as a paid agent before the Authority, the Executive Committee or an Advisory Board or committee of the Authority, except in compliance with the terms of the *Municipal Conflict of Interest Act*.

10. Encouragement of Respect for the Authority and its Regulations

Members shall represent the Authority in a respectful way and encourage public respect for the Authority and its Regulations.

11. Harassment

It is the policy of the Authority that all persons be treated fairly in the workplace in an environment free of discrimination and of personal and sexual harassment. Harassment of another Member, staff or any member of the public is misconduct. Members shall follow the Authority's Harassment Policy.

Examples of harassment that will not be tolerated include: verbal or physical abuse, threats, derogatory remarks, jokes, innuendo or taunts related to an individual's race, religious beliefs, colour, gender, physical or mental disabilities, age, ancestry, place of origin, marital status, source of income, family status or sexual orientation. The Authority will also not tolerate the display of pornographic, racist or offensive signs or images; practical jokes that result in awkwardness or embarrassment; unwelcome invitations or requests, whether indirect or explicit and any other prohibited grounds under the provisions of the *Ontario Human Rights Code*.

12. Breach of Code of Conduct

Should a Member breach the Code of Conduct, they shall advise the Chair and Vice-Chair, with a copy to the Chief Administrative Officer/ Secretary-Treasurer, as soon as possible after the breach.

Should a Member allege that another Member has breached the Code of Conduct the said breach shall be communicated to the Chair, with a copy to the Chief Administrative Officer/ Secretary-Treasurer, in writing. In the absence of the Chair, or if a Member alleges that the Chair has breached the Code of Conduct, the said breach shall be communicated to the Vice-Chair, with a copy to the Chief Administrative Officer/ Secretary-Treasurer, in writing.

Should a member of the public or a municipality allege that a Member has breached the Code of Conduct, the party making the allegation will be directed to follow the notification procedure outlined above.

Any breach, or alleged breach, of the Code of Conduct shall be investigated in accordance with the Enforcement of By-laws and Policies procedure outlined or referred to in the Authority's Administrative By-law.

13. Interpretation

Members seeking clarification of any part of the Code of Conduct should consult with the Chair, or the Chief Administrative Officer/Secretary-Treasurer, or the Municipal Clerk or the Corporate Council of the municipality that appointed the respective Member.

Appendix 2 - Conflict of Interest

1. Municipal Conflict of Interest Act

The Authority Members commit themselves and the Authority to ethical, businesslike, and lawful conduct when acting as the General Membership. The Authority is bound by the *Municipal Conflict of Interest Act*. This appendix to the by-law is intended to assist Members in understanding their obligations. Members are required to review the *Municipal Conflict of Interest Act* on a regular basis.

2. Disclosure of Pecuniary Interest

Where a Member, either on their own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting of the Authority, Executive Committee, Advisory Board or committee at which the matter is the subject of consideration, the Member:

- I. shall, prior to any consideration of the matter at the meeting, disclose the pecuniary interest and the general nature thereof;
- II. shall not take part in the discussion of, or vote on any question in respect of the matter; and,
- III. shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question.

3. Chair's Conflict of Interest or Pecuniary Interest

Where the Chair of a meeting discloses a conflict of interest with respect to a matter under consideration at a meeting, another Member shall be appointed, by resolution, to chair that portion of the meeting.

4. Closed Meetings

Where a meeting is not open to the public, a Member who has declared a conflict of interest shall leave the meeting for the part of the meeting during which the matter is under consideration.

5. Member Absent

Where the interest of a Member has not been disclosed by reason of their absence from the particular meeting, the Member shall disclose their interest and otherwise comply at the first meeting of the Authority, Executive Committee, Advisory Board or committee, as the case may be, attended by them after the particular meeting.

6. Disclosure Recorded in Minutes

The recording secretary shall record in reasonable detail the particulars of any disclosure of conflict of interest or pecuniary interest made by Members and whether the Member withdrew from the discussion of the matter. Such record shall appear in the minutes/notes of that particular meeting of the General Membership, Executive Committee, Advisory Board or committee, as the case may be.

7. Breach of Conflict of Interest Policy

Should a Member breach the Conflict of Interest Policy, they shall advise the Chair and Vice-Chair, with a copy to the Chief Administrative Officer/ Secretary-Treasurer, as soon as possible after the breach.

Should a Member allege that another Member has breached the Conflict of Interest Policy the said breach shall be communicated to the Chair, with a copy to the Chief Administrative Officer/ Secretary-Treasurer, in writing. In the absence of the Chair, or if a Member alleges that the Chair has breached the Conflict of Interest Policy, the said breach shall be communicated the Vice-Chair, with a copy to the Chief Administrative Officer/ Secretary-Treasurer, in writing.

Should a member of the public or a municipality allege that a Member has breached the Conflict of Interest Policy, the party making the allegation will be directed to follow the notification procedure outlined above.

Any breach, or alleged breach, of the Conflict of Interest Policy shall be investigated in accordance with the Enforcement of By-laws and Policies procedure outlined or referred to in the Authority's Administrative By-law.

Appendix 3 - Procedure for Election of Officers

1. Voting

Voting shall be by secret ballot. Only current Members of the Authority who are present may vote; and no Members may vote by proxy.

2. Acting Chair

The General Membership shall appoint a person, who is not a voting Member, as Acting Chair or Returning Officer, for the purpose of Election of Officers.

3. Scrutineer(s)

The appointment of two scrutineers is required for the purpose of counting ballots, should an election be required. All ballots shall be destroyed by the scrutineers afterwards. The Acting Chair shall call a motion for the appointment of persons, who are not Members or employees of the Authority, to act as scrutineers.

4. Election Procedures

The Acting Chair shall advise the Members that the election will be conducted in accordance with the Act as follows:

- I. The elections shall be conducted in the following order:
 - i. Election of the Chair, who shall be a Member of the Authority
 - ii. Election of a Vice-Chair, who shall be Member of the Authority.
- II. No Member shall be elected to hold more than office;
- III. The report of the Nominating Committee shall be received in the above order and further nominations, if any, for each office shall be received in this order from the floor;
- IV. Nominations shall be called three (3) times and will only require a mover;
- V. The closing of nominations shall require both a mover and a seconder;
- VI. Each Member nominated shall be asked if they accept the nomination. The Member must be present to accept the nomination unless the Member has advised the Chief Administrative Officer/ Secretary-Treasurer in writing or by email in advance of the election of their willingness to accept the nomination.

If one Nominee:

- I. If only one nominee the individual shall be declared into the position by acclamation.

If More than One Nominee:

- I. In the event of an election, each nominee shall be permitted not more than three (3) minutes to speak for the office, in the order of the alphabetical listing by surnames.
- II. Upon the acceptance by nominees to stand for election to the position of office, ballots shall be distributed to the Members by the scrutineers for the purpose of

election and the Acting Chair shall ask the Members to write the name of one individual only on the ballot.

- III. The scrutineers shall collect the ballots, leave the meeting to count the ballots, return and advise the Acting Chair who was elected with more than 50% of the vote.

A majority vote shall be required for election. If there are more than two nominees, and upon the first vote no nominee receives the majority required for election, the name of the person with the least number of votes shall be removed from further consideration for the office and new ballots shall be distributed. In the case of a vote where no nominee receives the majority required for election and where two or more nominees are tied with the least number of votes, a special vote shall be taken to decide which one of such tied nominees' names shall be dropped from the list of names to be voted on in the next vote.

Should there be a tie vote between two remaining candidates, new ballots shall be distributed and a second vote held. Should there still be a tie after the second ballot a third vote shall be held. Should there be a tie after the third vote; the election of the office shall be decided by lot drawn by one of the scrutineers.