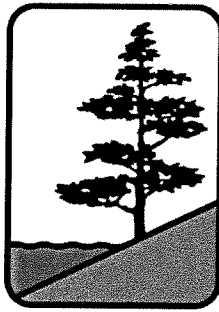


**South Nation Conservation: *Watersheds for life.***



SOUTH NATION  
CONSERVATION  
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## **Administrative By-laws**

April 16, 2020

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Revision No.	Board Approval Date	Details
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## PART I: INTRODUCTION

### Purpose

- 1.1 South Nation River Conservation Authority is a non-share corporation established under Section 3 of the *Conservation Authorities Act*.
- 1.2 The Authority's purpose is to provide for the organization and delivery of programs and services that further the conservation, restoration, development and management of natural resources in the South Nation River watershed.

### Definitions

2. In these By-laws:

"Act" means the *Conservation Authorities Act*, R.S.O. 1990, chapter C.27;

"Annual General Meeting" means the meeting of the Board of Directors held each year containing the necessary agenda items described in Section 50 of these By-laws;

"Authority" means the South Nation River Conservation Authority;

"Board of Directors" means all the Directors, collectively;

"Chair" means the chair as elected by the Board of Directors;

"Conflict of Interest" means when a Director's private interests conflicts with their public duty to the Authority, including pecuniary interest as described in the *Municipal Conflict of Interest Act*;

"Directors" means the Directors appointed to the Authority by the Participating Municipalities;

"Executive Committee" means the Executive Committee appointed by the Board of Directors;

"Levy" means the amount of costs apportioned to Participating Municipalities in accordance with the Act and regulations;

"Majority Vote" means half of the votes plus one;



“Minister” means the Minister of Environment, Conservation, and Parks;

“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 and shall include the Chair, Vice-Chair and the Secretary-Treasurer;

“Participating Municipality” means a municipality that is designated by the Act as a Participating Municipality in the Authority;

“Secretary-Treasurer” means Secretary-Treasurer of the Authority with the roles described in the Act;

“Staff” means the employees of the Authority;

“Standing Committee” means an advisory board or committee appointed by the Board of Directors;

“Vice Chair” means the vice chair as elected by the Board of Directors;

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

### **By-law review**

3. These By-laws will be reviewed every five (5) years to ensure compliance with the Act and any other relevant law.

### **Conflict with other laws**

4. If these By-laws conflicts with any provision of the Act, the *Municipal Conflict of Interest Act*, 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 those acts or regulations prevail.

### **By-law available to public**

- 5.1 The Authority will make these By-laws available for review.





- 5.2 The Authority shall provide these By-laws in alternative formats by request in accordance with *Accessibility for Ontarians with Disabilities Act*.

## PART II: GOVERNANCE

### Appointments

- 6.1 Participating Municipalities within the jurisdiction of the Authority may appoint Directors in accordance with Section 14 of the Act and the Authority's Order in Council.
- 6.2 Appointments to the Board of Directors are made by the Participating Municipalities. The appointments are:
- |                           |                       |
|---------------------------|-----------------------|
| City of Ottawa            | 4 appointments        |
| Stormont Dundas Glengarry | 3 appointments        |
| Prescott Russell          | 3 appointments        |
| Leeds Grenville           | 2 appointments        |
| Past Chair                | Automatic appointment |
- 6.3 The Past Chair is an automatic appointment to the Board of Directors as per Resolution No. FA-27 (1994). This appointment ensures there is at least one Director with corporate memory on the Board of Directors.
- 6.4 Directors must reside in a Participating Municipality within the Authority's area of jurisdiction.
- 6.5 Directors may include citizens as well as elected members of municipal council of a Participating Municipality.

### Terms of Directors

- 7.1 A Director shall be appointed for a term of up to four (4) years, as may be determined by the Council that appoints the Director.
- 7.2 A Director's term begins at the first meeting of the Authority following their appointment.
- 7.3 A Director's term ends once their replacement is appointed and attends at the first meeting of the Authority.



- 7.4 A Director may be replaced prior to the end of their term, at the Participating Municipality's discretion.
- 7.5 Directors that are eligible may be reappointed.

### **Powers of the Board of Directors**

8. The powers of the Board of Directors include but are not limited to:
- a) approving the creation, membership and terms of reference of Standing Committees;
  - b) appointing a Secretary-Treasurer;
  - c) terminating the services of the Secretary-Treasurer;
  - d) designating and empowering signing officers to sign contracts, agreements and other documents on behalf of the Authority;
  - e) approving, establishing, and implementing regulations, policies and programs;
  - f) awarding contracts or agreements where the approval of the Authority is required under the Authority's Purchasing Policy;
  - g) appointing an Executive Committee;
  - h) approving by resolution, any new capital project of the Authority;
  - i) approving by resolution, the method of financing any new capital projects;
  - j) approving details on budget allocations on any new or existing capital projects;
  - k) approving the total budget for the ensuing year;
  - l) approving the levies to be paid by the Participating Municipalities;



- m) receiving and approving the Financial Statements and Report of the Auditor for the preceding year;
- n) authorizing the borrowing of funds on the promissory note of the Authority in accordance with Subsection 3(5) of the Act;
- o) approving by resolution, any proposed expropriation of land or disposition of land, subject to the requirements under the Act;
- p) approving or refusing permission as may be required under any regulations made under Section 28 of the Act;
- q) holding hearings to review permit refusals and advising every applicant of their right to appeal the decision to the Minister through the Mining and Lands Tribunal.

#### **Delegation of powers to Executive Committee**

9. The Board of Directors may delegate its powers to the Executive Committee except for the powers described in Clauses 8(c), (f), (i), (k), (l), and (m) of these By-laws and those powers described under Clause 19.1(d) of the Act.

#### **Director accountability**

- 10.1 Directors are bound by the Act, the *Municipal Conflict of Interest Act*, the *Municipal Freedom of Information and Protection of Privacy Act*, and other applicable legislation.
- 10.2 The Board of Directors is responsible for matters of governance, ensuring compliance with applicable legislation, and ensuring appropriate policies are in place and for the financial soundness of the Authority.
- 10.3 Directors shall:
- a) attend all meetings of the Board of Directors;
  - b) understand the purpose, function, and responsibilities of the Authority;
  - c) be familiar with the Authority's statutory and other legal obligations; and



- d) work with Staff to set the strategic direction of the Authority.

### **Relationship between Directors and Staff**

- 11.1 The Board of Directors relies on the Secretary-Treasurer to manage the operations of the organization, including the Staff of the Authority.
- 11.2 The Board of Directors shall ensure that a process exists for regular performance evaluations of the Secretary-Treasurer.

### **Officers**

- 12.1 The Chair is an Officer and Director of the Authority and shall:
  - a) preside over all meetings of the Board of Directors and Executive Committee;
  - b) call special meetings or emergency meetings if necessary;
  - c) act as a public spokesperson on behalf of the Board of Directors;
  - d) serve as a signing officer of the Authority;
  - e) ensure relevant information and policies are brought to the Authority's attention;
  - f) keep the Board of Directors apprised of significant issues in a timely fashion; and
  - g) perform other duties when directed by resolution of the Board of Directors.
- 12.2 The Vice-Chair is an Officer and Director of the Authority and shall:
  - a) attend all meetings of the Board of Directors and Executive Committee;
  - b) carry out assignments as reasonably requested by the Chair;



- c) understand the responsibilities of the Chair and acts as Chair immediately upon the death, incapacity to act, absence or resignation of the Chair until a new Chair is appointed or until the Chair resumes their duties; and
- d) serve as a signing officer for the Authority.

12.3 The Secretary-Treasurer is an employee of the Authority and shall:

- a) fulfil the requirements of the Secretary-Treasurer as defined in the Act;
- b) attend all meetings of the Board of Directors and Executive Committee;
- c) develop effective relationships and ensure good communication with stakeholders;
- d) manage the operations of the Authority including all Staff and programs;
- e) ensure resolutions of the Authority are implemented in a timely fashion;
- f) give all notices required under the Act;
- g) notify Council when a Directors term is about to end;
- h) ensure accurate record of meetings and accounts of the Authority;
- i) manage financial transactions on behalf of the Authority;
- j) be the custodian of the corporate seal; and
- k) serve as a signing officer for the Authority.

#### **Absence of Chair and Vice Chair**

13. In the event of the absence of the Chair and Vice-Chair at a meeting of the Board of Directors, the Directors shall appoint an acting chair by Majority Vote who, for the purposes of that meeting, has all the powers and shall perform all the duties of the Chair.



### **Indemnification of Directors, Officers and Staff**

14. The Authority undertakes and agrees to indemnify and save harmless its Directors, Officers, Staff, 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 Director, Officer or employee in respect of any civil, criminal or administrative action or proceeding to which any such Director, Officer, or employee is made a party by reason of being a Director, 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:
- a) such Director, Officer, or employee acted honestly, in good faith, with a view to the best interests of the Authority, and within the scope of such Director's, Officer's, or employee's duties and responsibilities; and
  - b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty that such Director, Officer, or employee had reasonable grounds for believing that the conduct was lawful.

## **PART III: TERMS AND APPOINTMENTS**

### **Election of Chair and Vice-Chair**

- 15.1 The election of Chair and Vice Chair shall occur every year at or prior to the Annual General Meeting.
- 15.2 Should a vacancy of Chair or Vice-Chair arise between the Annual General Meetings, elections for such positions will be held at the next regular meeting of the Board of Directors.
- 15.3 All elections shall be in accordance with the Procedures for Election of Officers (Appendix B).

### **Tenure of Chair and Vice-Chair**

- 16.1 The Chair's term is limited to two (2) years.
- 16.2 The Vice-Chair's term is limited to two (2) years.



- 16.3 The term of the Chair and Vice-Chair may be increased by up to two additional years by a seventy-five per cent (75%) majority vote of the Board of Directors.

#### **Appointment of Past Chair**

17. The Past Chair may be a municipal appointment as per Board of Directors Resolution No. BD-014/15.

#### **Conservation Ontario Representatives**

- 18.1 The Board of Directors may appoint up to three representatives to Conservation Ontario Council consisting of one (1) voting delegate and two (2) alternates.
- 18.2 The voting delegate and alternates shall be registered with Conservation Ontario annually.

#### **Executive Committee**

- 19.1 The Authority may appoint an Executive Committee at the first meeting of the Board of Directors each year in accordance with the Section 19 of the Act.
- 19.2 The Chair and Vice Chair of the Board of Directors shall be the Chair and Vice Chair of the Executive Committee
- 19.3 The Chair shall appoint directors to the Executive Committee subject to the approval of the Board of Directors.

#### **Standing Committees**

- 20.1 The Authority shall establish such Standing Committees as required by regulation and may establish such other committees as it considers appropriate to study and report on specific matters in accordance with Subsection 18(2) of the Act.
- 20.2 The Board of Directors shall approve the terms of reference for all such Standing Committees, which shall include the role, the frequency of meetings and the number of members required.
- 20.3 Resolutions and policies governing the operation of the Board of Directors shall be observed in Standing Committee meetings.
- 20.4 The Chair, Vice Chair and Past Chair are ex officio members of all Standing



Committees with full voting privileges.

- 20.5 Standing Committees shall report their recommendations and minutes of meetings to the Board of Directors.
- 20.6 The dates of Standing Committee meetings shall be made available to the Board of Directors.
- 20.7 The list of Standing Committees is found in Appendix C, which may be amended from time to time.

#### **Appointment of Directors to Standing Committees**

- 21. The Board of Directors shall appoint Directors to the Standing Committees at or prior to the Annual General Meeting.

#### **Appointment of Auditor**

- 22. The Board of Directors shall appoint an auditor for the coming year by the Annual General Meeting in accordance with Section 38 of the Act.

#### **Financial Statements and Report of the Auditor**

- 23.1 The Board of Directors shall receive and approve the audited financial statements and Report of the Auditor for the previous year by the Annual General Meeting.
- 23.2 The Authority shall make copies of the audited financial statements and Report of the Auditor available to Participating Municipalities and the Minister in accordance with Section 38 of the Act.
- 23.3 The Authority shall make the audited financial statements available to the public.

#### **Appointment of Financial Institution**

- 24. The Board of Directors shall appoint a financial institution to act as the Authority's banker by resolution by the Annual General Meeting





### **Appointment of Solicitor(s)**

25. The Board of Directors shall appoint a solicitor(s) to act as the Authority's legal counsel by resolution.

### **Borrowing resolution**

26. If required, the Board of Directors shall establish a borrowing resolution and such resolution shall be in force until it is superseded by another borrowing resolution.

### **Levy Notice**

27. The Levy due to the Authority shall be communicated to the Participating Municipalities in accordance with the Act and its regulations.

### **Signing Officers**

- 28.1 All deeds, transfers, assignments, contracts, and obligations entered into by the Authority shall be signed by the signing officers of the Authority in accordance with the Authority's Signing Policy.
- 28.2 The signing officers of the Authority include:
- a) Chair;
  - b) Vice-Chair;
  - c) Past Chair;
  - d) Secretary-Treasurer;
  - e) Director Organization Effectiveness; and
  - f) Team Lead Corporate Services.



## **PART IV: RENUMERATION OF DIRECTORS**

### **Meeting per diem**

- 29.1 Directors are allowed expenses and per meeting allowances, subject to approval of the Ontario Municipal Board.
- 29.2 The Authority shall establish a per-diem rate from time to time to be paid to Directors for attendance at meetings of the Board of Directors, Executive Committee and Standing Committees, and at such other business functions as may be from time to time requested by the Chair through the Secretary-Treasurer.

### **Travel expenses**

- 30.1 The Authority shall reimburse Directors' reasonable travel expenses incurred for attending meetings and/or functions on behalf of the Authority.
- 30.2 A per-kilometer rate to be paid for use of a personal vehicle shall be approved by resolution of the Board of Directors from time-to-time.
- 30.3 Requests for reimbursements of travel expenses incurred for attending meetings and/or functions on behalf of the Authority shall be submitted within a timely fashion and shall be consistent with provincial and federal guidelines.

### **Conference expenses**

- 31.1 The budget shall contain funding for Directors to attend conferences.
- 31.2 Per meeting allowances may be paid for days spent attending conferences, but not for travel to and from conferences.

## **PART V: RECORD RETENTION**

### **Record retention**

- 32.1 The Authority shall keep full and accurate records including, but not limited to:
  - a) minutes of all meetings of the Authority,



- b) assets, liabilities, receipts and disbursements of the Authority and Financial Statements and Reports of the auditors;
- c) human resources files for all Staff and Directors as applicable;
- d) workplace health and safety documents including workplace inspections, workplace accidents, investigations, etc.;
- e) electronic communications including emails;
- f) contracts and agreements entered into by the Authority;
- g) strategic plans and other documents providing organizational direction;
- h) projects of the Authority;
- i) technical studies and data gathered in support of programs of the Authority;
- j) a registry for statements and declarations of interest in accordance with the *Municipal Conflict of Interest Act*;
- k) legal proceedings involving the Authority; and
- l) incidents of personal injury or property damage involving the Authority and members of the public.

33.2 Records shall be retained and protected in accordance with all applicable laws and the Records Retention Policy of the Authority as approved by the Board of Directors from time-to-time.

#### **Records available to the public**

- 34.1 The Authority's records shall be made available to the public subject to the requirements of the *Municipal Freedom of Information and Protection of Privacy Act*.
- 34.2 The Authority shall designate an employee of the Authority to act as head of the Authority for the purposes of the *Municipal Freedom of Information and Protection of Privacy Act*.



## **PART VI: MEETINGS OF THE BOARD OF DIRECTORS**

### **Application**

35. The meeting procedures of the Board of Directors shall be observed in the meetings of the Executive Committee and Standing Committees, as far as they are applicable.

### **Rules of procedure**

36. The current edition of Robert's Rules of Order shall be determinative in all matters of procedure not specifically dealt with under the Act and these By-laws.

### **Notice of meeting**

- 37.1 The Board of Directors meet the third Thursday of every month at 9:00 a.m. excluding the month of July.
- 37.2 The Board of Directors shall approve a schedule for regular meetings in advance.
- 37.3 The Secretary-Treasurer shall send written notice of regular meetings to all Directors at least three (3) business days in advance of a meeting.
- 37.4 Notice of any meeting shall indicate the time and place of that meeting and the agenda for the meeting.
- 37.5 Notice of all regular meetings, special meetings, or emergency meetings of the Board of Directors shall be made available to the public as soon as possible following delivery to the Directors.
- 37.6 All material and correspondence to be dealt with at the meeting of the Board of Directors shall be submitted to the Secretary-Treasurer ten (10) calendar days in advance of the meeting.

### **Postponement or cancellation of meeting**

- 38.1 The Chair or the Secretary-Treasurer may postpone or cancel a meeting by notice in writing or email delivered to the Directors so as to be received by them at least twelve (12) hours before the hour appointed for the meeting.



- 38.2 The Chair or the Secretary-Treasurer may, if it appears that a storm or like occurrence will prevent the Directors from attending a meeting, postpone that meeting by advising as many Directors as can be reached.
- 38.3 Postponement shall not be for any longer than the next regularly scheduled meeting date.

#### **Special meeting**

- 39.1 The Chair may call a special meeting of the Board of Directors as necessary after giving three (3) business days written notice to the Directors.
- 39.2 The Chair shall call a special meeting of the Board of Directors at the request of a Director who has fifty per cent (50%) support of the other Directors.
- 39.3 The notice of a special meeting must be signed by one third of the Directors.
- 39.4 Only business stated in the notice of a special meeting shall be considered at the special meeting.

#### **Emergency meeting**

- 40.1 An emergency meeting may be called if the notice period for special meetings cannot be accommodated.
- 40.2 Emergency meetings shall deal with matters of imminent risk to life or property damage, legal issues, or property issues.
- 40.3 Emergency meetings may be conducted by conference call, or other means accepted by a majority of the Directors.
- 40.4 Other issues may be discussed at emergency meetings if there is quorum and two thirds of the Directors present approve of the discussion.

#### **Meetings open to the public**

- 41. All meetings of the Board of Directors shall be open to the public subject to Section 51 of these By-laws.



### **Agenda for meetings**

- 42.1 Staff, under the supervision of the Secretary-Treasurer, shall prepare an agenda for all regular meetings of the Board of Directors that shall include, but not necessarily be limited to, the following headings:
- Approval of Agenda
  - Approval of Minutes of previous meeting
  - Presentation of written reports (where applicable)
  - Verbal reports (where applicable)
  - New Business
  - Notice of Next Meeting
  - Adjournment
- 42.2 The agenda for special meetings of the Board of Directors shall be prepared as directed by the Chair.
- 42.3 Agendas for meetings shall be forwarded to all Directors at least five (5) calendar days in advance of the meeting.
- 42.4 Agendas for meetings shall be made available to the public on the Authority's website on the same day they are forwarded to Directors.
- 42.5 Agendas for meetings shall be made available in alternative formats upon request in accordance with *Accessibility for Ontarians with Disabilities Act*.

### **Quorum**

- 43.1 At any meeting of the Board of Directors, a quorum consists of one-half of the Directors appointed by the Participating Municipalities.
- 43.2 If no quorum is present one-half hour after the start time for a meeting, the Chair shall:
- a) adjourn the meeting with the minutes reflecting the Directors present and the cause of the adjournment;
  - b) consult the current edition of Robert's Rules of Order to determine what, if any, agenda items may proceed; or
  - c) declare a recess until quorum arrives.
- 43.3 If quorum is lost during a meeting, the Chair shall declare the meeting recessed or



adjourned until the date of the next regular meeting or other meeting called in accordance with the provisions of these By-laws.

- 43.4 Agenda items may be covered and discussed following loss of quorum, but no formal decisions shall be made by the remaining Directors.
- 43.5 Where the number of Directors 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 Directors are not of sufficient number to constitute a quorum, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than two.

#### **Order of business**

- 44.1 The business of the Board of Directors shall be taken up in the order it stands on the agenda unless otherwise decided by a Majority Vote of those Directors present.
- 44.2 No Director shall present any matter to the Board of Directors for its consideration unless the matter appears on the agenda or leave is granted to present the matter by the affirmative Majority Vote of the Directors present.

#### **Debate**

- 45. The Authority shall observe the following procedures for discussion/debate on any matter coming before it:
  - d) a Director shall be recognized by the Chair prior to speaking;
  - e) where two or more Directors rise to speak, the Chair shall designate the Director who has the floor, who shall be the Director who in the opinion of the Chair was first recognized;
  - f) all questions and points of discussion shall be directed through the Chair;
  - g) where a motion is presented, it shall be moved and seconded before debate;
  - h) no Director shall speak more than once to the same question without leave from the Chair, except in explanation of a material part of the speech;



- i) no Director shall speak more than five (5) minutes without leave of the Chair;
- j) any Director may ask a question of the previous speaker through the Chair;
- k) the Director 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;
- l) 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;
- m) when a motion is under consideration, only one amendment is permitted at a time.

#### **Matters of precedence**

46. The following matters shall have precedence over the usual order of business:
- a) a point of order;
  - b) matter of privilege;
  - c) a matter of clarification;
  - d) a motion to suspend a rule of procedure or to request compliance with the rules of procedure;
  - e) a motion that the question be put to a vote; and
  - f) a motion to adjourn.

#### **Directors attendance**

- 47.1 The Authority shall maintain a listing of Director attendance at scheduled meetings of the Board of Directors. The list shall be provided to Participating Municipalities upon request.
- 47.2 Upon a Director's vacancy due to death, incapacity or resignation the Authority shall request the Participating Municipality that was represented by that Director





appoint a replacement.

- 47.3 If a Director is unable to attend a meeting and wishes to bring any additional information or opinion pertaining to an agenda item the Director shall address in writing to the Chair or Secretary-Treasurer such correspondence prior to the start of the meeting and the correspondence shall be read aloud by the Secretary-Treasurer without comment or explanations.

### **Electronic participation**

- 48.1 Directors may participate in a meeting that is open to the public by telephone or other electronic means that permits all participants to communicate adequately with each other during the meeting.
- 48.2 A Director participating in a meeting electronically shall not be counted in determining quorum.
- 48.3 A Director shall not participate electronically in a meeting that is closed to the public.
- 48.4 Notwithstanding Sections 48.2 and 48.3 of these By-laws, during any period where an emergency has been declared to exist, in all or part of an area over which Authority has jurisdiction, under Section 4 or 7.0.1 of the *Emergency Management and Civil Protection Act*, that may prevent the Board of Directors from meeting in person, a Director may participate in meetings electronically and shall have the ability to:
- a) register a vote;
  - b) be counted towards determining quorum; and
  - c) participate in meetings closed to the public.

(See State of Emergency, Sections 57.1.1 - 57.1.4)

### **Delegations**

- 49.1 Any person or organization who wishes to address the Board of Directors shall make a request in writing or email to the Secretary-Treasurer which shall include a brief statement of the issue or matter involved and indicate the name of the proposed speaker.
- 49.2 A request to address the Board of Directors must be received ten (10) calendar



days in advance of a scheduled meeting for a delegation to be listed on the agenda.

- 49.3 Any person or organization requesting an opportunity to address the Board of Directors, but not having made a written request to do so in the timelines specified above, may appear before the meeting if approved by two thirds of Directors present.
- 49.4 Delegations shall be limited to one (1) speaker for not more than ten (10) minutes except by leave of the Chair.
- 49.5 Speakers will be requested not to repeat what has been said by previous speakers at the meeting.
- 49.6 A returning delegation will only be allowed to speak again if new, relevant information has become available since their previous presentation.
- 49.7 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 Board of Directors.

### **Annual General Meeting**

- 50. The Authority shall designate one meeting of the Board of Directors each year as the Annual General Meeting and shall include the following items on the agenda, in addition to the normal course of business:
  - d) appointment of the auditor for the upcoming year;
  - e) appointment of Authority Solicitors;
  - f) appointment of Directors to Standing Committees; and
  - g) approval of the audited statement for the preceding year.

### **Closed meeting**

- 51.1 A meeting or part of a meeting of the Board of Directors, Executive Committee, or Standing Committee, may be closed to the public if the subject matter being considered is:
  - a) the security of the property of the Authority;



- b) personal matters about an identifiable individual, including Staff;
  - c) a proposed or pending acquisition or disposition of land by the Authority;
  - d) labour relations or employee negotiations;
  - e) litigation or potential litigation, including matters before administrative tribunals, affecting the Authority;
  - f) advice that is subject to solicitor-client privilege;
  - g) a matter in respect of which the Board of Directors, Executive Committee, Standing Committee or other body may hold a closed meeting under another act;
  - h) information explicitly supplied in confidence to the Authority by Canada, a province or territory or a Crown agency of any of them;
  - i) educating or training the Directors;
  - j) 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;
  - k) a trade secret or scientific, technical, commercial or financial information that belongs to the Authority and has monetary value or potential monetary value; or
  - l) 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.
- 51.2 The Board of Directors shall close a meeting if the subject matter relates to the consideration of a request under *Municipal Freedom of Information and Protection of Privacy Act*.
- 51.3 Before holding a meeting or part of a meeting that is to be closed to the public, the Directors 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.
- 51.4 The Board of Directors shall reconvene in an open session once matters have



been dealt with in a closed meeting.

- 51.5 The Board of Directors shall not vote during a meeting that is closed to the public, unless:
- a) the meeting meets the criteria outlined in these by-laws to be closed to the public; or
  - b) the vote is for a procedural matter or for giving directions or instructions to Officers, Staff or agents of Authority.
- 51.6 Any materials presented to the Board of Directors during a closed meeting shall be returned to the Secretary-Treasurer prior to departing from the meeting.

### **Voting**

- 52.1 Each Director is entitled to one vote.
- 52.2 Exceptions to equal voting may occur if the Authority invokes Provincial Regulation 139/96.
- 52.3 The Chair may participate in the debate on any motion.
- 52.4 A Majority Vote of the Directors present at any meeting is required upon all matters coming before the meeting.
- 52.5 A Director who abstains from voting shall be deemed to have voted neither in favour nor opposed to the question.
- 52.6 On a tie vote, the motion is lost.
- 52.7 Interrelated motions shall be voted on in the order specified in the current edition of Robert's Rules of Order.
- 52.8 A vote shall be by a show of hands or such other means as the Chair may call unless a Director requests a recorded vote.
- 52.9 No question shall be voted upon more than once at any meeting, unless a recorded vote is requested.
- 52.10 If a Director 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 Director present, except a Director who is disqualified from voting by any Act, shall



announce their vote openly answering “yes” or “no” to the question, and the Secretary-Treasurer shall record each vote.

- 52.11 At the meeting of the Board of Directors where the Non-Matching Levy is to be approved, the Secretary-Treasurer shall conduct the vote to approve of Non-Matching Levy by a Weighted Majority of the Directors present and eligible to vote, in accordance with Ontario Regulation 139/96.
- 52.12 Where a question under consideration contains more than one item, upon the request of any Director, a vote upon each item shall be taken separately.
- 52.13 No vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect except as provided in the Procedures for Election of Officers (Appendix B).

#### **Notice of motion**

- 53.1 Written notice of motion to be made at an Authority meeting shall be given to the Secretary-Treasurer by a Director not less than ten (10) business days prior to the date and time of the meeting.
- 53.2 Recommendations included in reports of Standing Committees that have been included in an agenda for a meeting of the Board of Directors, shall constitute notice of motion for that meeting.
- 53.3 Recommendations included in staff reports that have been included in an agenda for a meeting of the Board of Directors shall constitute notice of motion for that meeting.
- 53.4 Any motion or other business may be introduced for consideration of the Board of Directors provided it is made clear that to delay such motion or other business for the consideration of an appropriate Standing 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 Majority Vote of the Directors present.

#### **Motion to reconsider**

- 54.1 A motion to reconsider a previous motion requires a two-thirds majority vote.
- 54.2 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.



### **Duties of the Chair**

55. During meetings the Chair shall:

- a) preserve order and decorum;
- b) 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;
- c) ensure that the public in attendance does not in any way interfere or disrupt the proceedings of the Directors;
- d) receive and submit to a vote all motions presented by the Directors, which do not contravene the rules of order or regulations of the Authority;
- e) announce the results of the vote on any motions so presented;
- f) request a motion for adjournment or recess in the case of grave disorder arising during the meeting; and
- g) adjourn the meeting when business is concluded.

### **Conduct of Directors**

56.1 Directors shall maintain a high standard for conduct and always comply with applicable laws and the Authority's Code of Conduct (Appendix A).

56.2 No Director at any meeting of the Board of Directors shall:

- a) speak disrespectfully against the Authority, Staff, or any member of the public;
- b) speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, citizenship, creed, gender, sexual orientation, age, colour, marital status, family status or disability;
- c) leave their seat or make any noise or disturbance while a vote is being taken or until the result is declared;
- d) interrupt a Director while speaking, except to raise a point of order or a question of privilege;



- e) speak beyond the question(s) under debate;
  - f) resist the rules of order or disobey the decision of the Chair on the questions or order or practices or upon the interpretation of the By-laws.
- 56.3 Disciplinary action against a Director who is out of order requires a Majority Vote.
- 56.4 Expulsion of a Director who is out of order requires a two-thirds majority vote.
- 56.5 No person except Directors and Staff shall be allowed to come to the Board of Directors' table during meetings without permission of the Chair.

### **Minutes of meetings**

- 57.1 The Secretary-Treasurer shall undertake to have a recording secretary in attendance at meetings of the Board of Directors and each Standing Committee.
- 57.2 The recording secretary shall make a record in the form of minutes of the meeting proceedings and shall record all motions considered at the meeting.
- 57.3 If a recording secretary is not present in a closed meeting, the Secretary-Treasurer shall take notes of any direction provided, for endorsement by the Chair and Vice-Chair.
- 57.4 Minutes of all meetings shall include:
- a) the time and place of the meeting;
  - b) a list of those present;
  - c) all resolutions presented in sequential order;
  - d) the name of the mover and seconder of each resolution; and
  - e) voting results.
- 57.6 The Secretary-Treasurer or designate shall include draft minutes of the previous meeting available to each Director at the same time as agendas for the next meeting are distributed.
- 57.7 After the minutes have been approved by resolution, original copies shall be signed by the Secretary-Treasurer and copies of all non-confidential minutes shall



be posted on the Authority's website.

- 57.8 Minutes shall be made available for review at the Authority's administration centre and on the Authority's website.
- 57.9 Minutes shall be made available in alternative formats upon request in accordance with *Accessibility for Ontarians with Disabilities Act*.

### **State of Emergency**

- 57.1.1 During any period where an emergency has been declared to exist, in all or part of an area over which Authority has jurisdiction, under Section 4 or 7.0.1 of the *Emergency Management and Civil Protection Act*, that may prevent the Board of Directors from meeting in person, a Director may participate in meetings electronically and shall have the ability to:
- a) register a vote;
  - b) be counted towards determining quorum; and
  - c) participate in meetings closed to the public.
- 57.1.2 During any period where an emergency has been declared to exist, in all or part of an area over which Authority has jurisdiction, under Section 4 or 7.0.1 of the *Emergency Management and Civil Protection Act*, that may prevent the Board of Directors from meeting in person, any date or timeline requirement established under any Section in these By-laws shall be postponed until such time as the Board of Directors can reasonably address the issue.
- 57.1.3 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 7.0.1 of the *Emergency Management and Civil Protection Act*, the Board of Directors shall implement best practices to make meetings open to the public in accordance with subsection 15(3) of the Act. Where possible, the Authority will provide for alternative means to allow the public to participate in meetings electronically.
- 57.1.4 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 7.0.1 of the *Emergency Management and Civil Protection Act*, that may prevent the Board of Directors from meeting in person, any hearing or appeal dealt with in these By-laws may be conducted electronically with provisions for applicants and their agents to participate, if the Authority decides to hold any such hearing or appeal.





## Part VII: CONFLICT OF INTEREST

### General

- 58.1 Directors commit themselves to ethical, businesslike, and lawful conduct when acting on behalf of the Authority.
- 58.2 Directors shall avoid Conflicts of Interest and any actions that have the potential to create the perception of a Conflict of Interest.
- 58.3 Directors shall not derive personal financial benefit from the Authority.
- 58.4 No Director shall pay or receive a bribe, kickback, or any other improper payment.

### Municipal Conflict of Interest Act

- 59.1 Directors are bound by the *Municipal Conflict of Interest Act*.
- 59.2 These By-laws are intended to assist Directors in understanding their obligations under the *Municipal Conflict of Interest Act*.
- 59.3 Directors are required to review the *Municipal Conflict of Interest Act* on a regular basis.

### Disclosure of Conflict of Interest

- 60. Where a Director, either on their own behalf or while acting for, by, with or through another, has any Conflict of Interest, in any matter and is present at a meeting of the Board of Directors, Executive Committee, or Standing Committee at which the matter is the subject of consideration, the Director:
  - a) shall, prior to any consideration of the matter at the meeting, disclose the Conflict of Interest and the general nature thereof;
  - b) shall not take part in the discussion of, or vote on any question in respect of the matter; and
  - c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question.



### **Influence**

61. Where a Director, either on their own behalf or while acting for, by, with or through another, has any Conflict of Interest, in any matter that is being considered by an Officer or employee of the Authority, or by a person or body to which the Authority has delegated a power or duty, the Director shall not use their position in any way to attempt to influence any decision or recommendation that results from consideration of the matter.

### **Chair's Conflict of Interest**

62. Where the Chair discloses a Conflict of Interest with respect to a matter under consideration at a meeting of the Board of Directors, another Director shall be appointed to chair that portion of the meeting by Majority Vote of the Directors present.

### **Closed meetings**

63. Where a meeting is not open to the public, a Director who has declared a Conflict of Interest shall leave the meeting for the part of the meeting during which the matter is under consideration.

### **Director absent**

64. Where the Conflict of Interest of a Director has not been disclosed by reason of their absence from the particular meeting, the Director shall disclose their Conflict of Interest and otherwise comply with Section 60 of these By-laws at the first meeting of the Board of Directors, Executive Committee, or Standing Committee, as the case may be, attended by the Director after the particular meeting.

### **Disclosure recorded in minutes**

- 65.1 The recording secretary shall record, in reasonable detail, the particulars of any disclosure of Conflict of Interest made by a Director and whether the Director withdrew from the discussion of the matter.
- 65.2 The record of disclosure described in Section 65.1 of these By-laws shall appear in the minutes of that particular meeting.



### **Declaration**

66. At a meeting that a Director discloses a Conflict of Interest under Section 60 of these By-laws, or as soon as possible afterwards, the Director shall file a written statement of the Conflict of Interest and its general nature with the Secretary-Treasurer.

### **Registry**

- 67.1 The Authority shall maintain a registry in which shall be kept:
- a) a copy of each statement filed under Section 60 of these By-laws; and
  - b) a copy of each declaration recorded under Section 66 of these By-laws.
- 67.2 The registry shall be available for public inspection.

### **Instance of Conflict of Interest**

68. Any instance, or alleged instances of Conflict of Interest shall be investigated in accordance with Part VIII of these By-laws.

## **PART VIII: ENFORCEMENT OF BY-LAWS AND POLICIES**

### **Application**

- 69.1 Directors shall respect and adhere to all applicable By-laws and policies
- 69.2 Complainants may indicate concerns regarding a Director's perceived breaches of the By-laws and policies through the informal complaint procedure or the formal complaint procedure.

### **Informal complaint procedure**

- 70.1 The informal complaint procedure provides an opportunity to immediately identify and address behaviours and activities considered to be in contravention of the By-laws and policies.



70.2 The Complainant shall:

- a) advise the Director, orally or in writing, that their behaviour or activity contravenes the by-laws and policies;
- b) request that the Director immediately discontinue the prohibited behaviour or activity;
- c) keep a written record of the incident including date, time, location, other persons present and any other relevant information;
- d) advise the Director of their satisfaction or dissatisfaction with the response, if applicable; and
- e) in the event of a dissatisfactory or no response, consider the need to pursue the matter in accordance with the formal complaint procedure.

**Formal complaint procedure**

71. The formal complaint procedure is as follows:

- a) The Complainant shall submit to the Secretary-Treasurer a written, dated, signed complaint detailing the relevant alleged contraventions of the by-laws and policies.
- b) Upon receipt of the complaint, the Secretary-Treasurer or designate shall prepare an information package that shall include the following:
  - i. the name of the Complainant;
  - ii. a copy of the By-law and policies that are relevant;
  - iii. such other information or documentation that the Secretary-Treasurer deems relevant.
- c) The Chair shall form a Special Committee to address the complaint. The Special Committee shall consist of two Directors not directly involved in the complaint. In the case where the Chair is involved in the complaint, the Vice-Chair will form the Special Committee.
- d) The information package shall be provided to the Director alleged to be in contravention forthwith and to the Special Committee on appointment.
- e) The Secretary-Treasurer shall submit a brief report to the Board of



Directors in a closed meeting at a regularly scheduled meeting of the Board of Directors advising that a complaint was received. The Secretary-Treasurer shall provide the following information subject to any requests to maintain privacy which shall be administered according to applicable privacy legislation:

- i. the name of the Director alleged to be in contravention;
  - ii. the name of the Complainant;
  - iii. the provision of the By-law or policies allegedly contravened;
  - iv. a summary of the facts constituting the alleged contravention;
  - v. the date of request.
- f) The Special Committee shall complete an investigation of the complaint within thirty (30) calendar days of receipt of the information package or such longer period as it may require not to exceed sixty (60) calendar days. The investigation shall include an opportunity for the affected Director to respond to the allegation(s).
- g) The Special Committee shall provide a report to the Chair (or Vice-Chair as the case may be) following the conclusion of the investigation. The report shall address the validity of the complaint and include written recommendations as to the appropriate measures to be taken by the Board of Directors. The report shall be tabled in a closed meeting at the next regularly scheduled meeting of the Board of Directors.
- h) The Board of Directors shall receive the report and recommendations from the Special Committee and may determine the appropriate action(s) to be taken, if any, by a Majority Vote.
- i) A copy of the report and recommendations shall be provided to the appointing Participating Municipality.



## **APPENDIX A: Code of Conduct**

### **Introduction**

- A1.1 The Code of Conduct is a general standard that augments the laws that govern the behaviour of Directors and it is not intended to replace personal ethics.
- A1.2 The Code of Conduct is intended to assist Directors in dealing with and confronting situations not adequately addressed or that may be ambiguous in Authority resolutions, regulations, or policies and procedures.
- A1.3 It is the responsibility of every Director to apply good ethical judgement in day-to-day activities and to adhere to both the principles and particulars outlined in this policy.

### **General**

- A2.1 Directors are expected to conduct themselves in a manner that reflects positively on the Authority.
- A2.2 Directors shall serve in a conscientious and diligent manner.
- A2.3 No Director shall use the influence of office for any purpose other than for the exercise of their official duties.
- A2.4 Directors shall:
  - a) uphold the mandate, vision and mission of the Authority;
  - b) consider the Authority's jurisdiction in its entirety, including their appointing municipality;
  - c) encourage public respect for the Authority and its regulations;
  - d) respect confidentiality;
  - e) approach all Authority issues with an open mind and with consideration for the organization as a whole;
  - f) exercise the powers of a Director when acting in a meeting of the Board of Directors;



- g) respect the democratic process and respects decisions of the Board of Directors, Executive Committee, and Standing Committees;
- h) declare a Conflict of Interest when one exists or may exist; and
- i) conduct oneself in a manner which reflects respect and professional courtesy.

### **Gifts and benefits**

- A3. Directors shall not accept fees, gifts, hospitality or personal benefits that are connected directly or indirectly with the performance of duties except as authorized by law or the Authority's Personnel Policy.

### **Confidentiality**

- A4.1 Directors shall be governed at all times by the provisions of the *Municipal Freedom and Information and Protection of Privacy Act*.
- A4.2 All information, documentation or deliberations received, reviewed, or taken in a closed meeting are confidential.
- A4.3 Directors shall not disclose or release by any means to any member of the public, either in verbal or written form, any confidential information acquired by virtue of their office, except when required by law to do so.
- A4.4 Directors shall not permit any persons, other than those who are entitled thereto, to have access to information that is confidential.
- A4.5 In the instance where a Director vacates their position on the Board of Directors they will continue to be bound by *Municipal Freedom and Information and Protection of Privacy Act* requirements.
- A4.6 Care should be exercised in protecting sensitive information including, but not limited to:
- a) matters relating to human resources;
  - b) information about suppliers provided for evaluation that might be useful to other suppliers;
  - c) matters relating to the legal affairs of the Authority;



- d) information provided in confidence from an Aboriginal community, that if released, could reasonably be expected to prejudice the conduct of relations between an Aboriginal community and the Authority;
- e) sources of complaints where the identity of the complainant is given in confidence;
- f) items under negotiation;
- g) schedules of prices in tenders or requests for proposals;
- h) appraised or estimated values with respect to the Authority's proposed property acquisitions or dispositions; and
- i) information deemed to be "personal information" under *Municipal Freedom and Information and Protection of Privacy Act*.

#### **Use of Authority property**

- A5. No Director 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.

#### **Work of a political nature**

- A6. No Director shall use Authority facilities, services or property for his/her election or re-election campaign to any position or office within the Authority or otherwise.

#### **Conduct at meetings**

- A7. Directors shall conduct themselves with decorum at all meetings of the Board of Directors. Respect for delegations and for fellow Directors requires that all Directors show courtesy and not distract from the business of the Authority during presentations and when others have the floor.

#### **Influence on Staff**

- A8. Directors shall be respectful of the fact that Staff work for the Authority as a whole and that Staff are charged with making recommendations that reflect their





professional expertise and corporate perspective without undue influence.

### **Business relations**

- A9.1 No Director 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.
- A9.2 No Director shall act as a paid agent before the Board of Directors, the Executive Committee or any Standing Committee.

### **Harassment**

- A10.1 It is the Authority's policy that all persons be treated fairly in the workplace in an environment free of discrimination and of personal and sexual harassment.
- A10.2 Harassment of another Director, Staff or any member of the public is considered misconduct.
- A10.3 Directors shall follow the Authority's Workplace Harassment and Discrimination Policy as approved from time-to-time.

### **Breach of Code of Conduct**

- A11. Any breach, or alleged breach, of the Code of Conduct shall be investigated in accordance with Part VIII of these By-laws.



## **APPENDIX B: Procedure for Election of Officers**

### **Voting**

B1.1 Voting shall be by secret ballot.

B1.2 No Director may vote by proxy.

B1.3 In this appendix,

“Majority Vote” means half of the votes plus one.

### **Acting Chair**

B2. The Board of Directors shall appoint a person, who is not a voting Director, as Acting Chair for the purpose of election of Officers.

### **Scrutineers**

B3.1 The Acting Chair shall call a motion for the appointment of one or more persons, who are not Directors or Staff of the Authority, to act as scrutineers.

B3.2 A Director, who will not stand for election, may be appointed as an additional scrutineer if requested.

B3.3 All ballots shall be destroyed by the scrutineers after the vote.

### **Election procedures**

B4. The Acting Chair shall advise the Directors that the election will be conducted in accordance with the Act as follows:

a) the elections shall be conducted in the following order:

- i. Election of the Chair, who shall be a Director of the Authority;
- ii. Election of the Vice-Chair, who shall be a Director of the Authority; and
- iii. Appointment of the Past Chair, who shall be a Director of the Authority who previously held the position of Chair.



- b) the Acting Chair shall ask for nominations to each position;
- c) only current Directors of the Authority who are present may vote;
- d) nominations shall be called three (3) times and will only require a mover;
- e) the closing of nominations shall require both a mover and a seconder;
- f) each Director nominated shall be asked to accept the nomination. The Director must be present to accept the nomination unless the Director has advised the Secretary-Treasurer in writing or by email in advance of the election of their willingness to accept the nomination;
- g) if there is only one nominee, the individual shall be declared into the position by acclamation;
- h) 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;
- i) upon the acceptance by nominees to stand for election to the position of office, ballots shall be distributed to the Directors by the scrutineers for the purpose of election and the Acting Chair shall ask the Directors to write the name of one individual only on the ballot; and
- j) the scrutineers shall collect the ballots, leave the meeting to count the ballots, return and advise the Acting Chair who was elected by Majority Vote.

#### **Majority Vote required**

- B5.1 A Majority Vote shall be required for election.
- B5.2 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.
- B5.3 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.

**Tie vote**

- B6.1 Should there be a tie vote between two remaining candidates, new ballots shall be distributed, and a second vote held.
- B6.2 Should there still be a tie after the second ballot a third vote shall be held.
- B6.3 Should there be a tie after the third vote, the election of the office shall be decided by lot drawn by the Acting Chair or designate.



## **APPENDIX C: List of Standing Committees**

1. Clean Water Committee
2. Communications Committee
3. Fish and Wildlife Committee
4. Forestry Committee