

**Ausable Bayfield
Conservation Authority
Administration Regulations**



George Irvin, Chairman



Brian Horner, General Manager/Secretary Treasurer

October 18, 2018

#BD 90/18

Effective Date

Resolution

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ADMINISTRATION REGULATIONS
as set by the Ausable Bayfield Conservation Authority Board of Directors
Effective October 18, 2018

Administrative By-Laws

Introduction

Ausable Bayfield 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:

Mission – Protect, improve, conserve, and restore the watershed in partnership with the community.

Vision – Healthy watersheds where our needs and the needs of the natural environment are in balance.

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).

Powers of authorities

21 (1) For the purposes of accomplishing its objects, an authority has power,

(a) to study and investigate the watershed and to determine programs and services whereby the natural resources of the watershed may be conserved, restored, developed and managed;

(b) for any purpose necessary to any project under consideration or undertaken by the authority, to enter into and upon any land and survey and take levels of it and make such borings or sink such trial pits as the authority considers necessary;

(c) to acquire by purchase, lease or otherwise and to expropriate any land that it may require, and, subject to subsection (2), to sell, lease or otherwise dispose of land so acquired;

(d) despite subsection (2), to lease for a term of five years or less land acquired by the authority;

(e) to purchase or acquire any personal property that it may require and sell or otherwise deal therewith;

(f) to enter into agreements for the purchase of materials, employment of labour and other purposes as may be necessary for the due carrying out of any project or to further the authority's objects;

(g) to enter into agreements with owners of private lands to facilitate the due carrying out of any project;

(h) to determine the proportion of the total benefit afforded to all the participating municipalities that is afforded to each of them;

(i) to erect works and structures and create reservoirs by the construction of dams or otherwise;

(j) to control the flow of surface waters in order to prevent floods or pollution or to reduce the adverse effects thereof;

(k) to alter the course of any river, canal, brook, stream or watercourse, and divert or alter, as well temporarily as permanently, the course of any river, stream, road, street or way, or raise or sink its level in order to carry it over or under, on the level of or by the side of any work built or to be built by the authority, and to divert or alter the position of any water-pipe, gas-pipe, sewer, drain or any telegraph, telephone or electric wire or pole;

(l) to use lands that are owned or controlled by the authority for purposes, not inconsistent with its objects, as it considers proper;

(m) to use lands owned or controlled by the authority for park or other recreational purposes, and to erect, or permit to be erected, buildings, booths and facilities for such purposes and to make charges for admission thereto and the use thereof;

(m.1) to charge fees for services approved by the Minister;

Note: On a day to be named by proclamation of the Lieutenant Governor, clause 21 (1) (m.1) of the Act is repealed. (See: 2017, c. 23, Sched. 4, s. 19 (3))

(n) to collaborate and enter into agreements with ministries and agencies of government, municipal councils and local boards and other organizations and individuals;

(o) to plant and produce trees on Crown lands with the consent of the Minister, and on other lands with the consent of the owner, for any purpose;

(p) to cause research to be done;

(q) generally to do all such acts as are necessary for the due carrying out of any project or as may be desirable to further the objects of the authority.

A. Definitions

“Authority” means the Auable Bayfield 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 General Manager or Chief Administrative Officer of the Authority, and which may, by resolution of the Authority, include the responsibilities of the Secretary-Treasurer if so designated by resolution 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 or directors appointed to the Authority by the participating municipalities in the Authority’s area of jurisdiction.

“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 section 19.1 of the Act, which shall include the Chair, Vice-Chair(s) the Chief Administrative Officer and the Secretary-Treasurer (or the CAO/Secretary-Treasurer, if applicable).

“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 employees of the Authority as provided for under Section 18(1) of the Act.

“Vice-Chair” means the Vice-Chairperson as elected by the Members of the Authority. If a first and second Vice-Chair are elected, they shall be called First Vice-Chair and Second Vice-Chair.

“**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.

B. Governance

1. Members

a) Appointments

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

Appointed Members must reside in a Participating Municipality within the Authority’s area of jurisdiction and may include citizens as well as elected members of municipal councils.

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

In this document and on a day-to-day basis members will be referred to as Directors. The term “Director” is equivalent to the term “member” under the *Act*.

Appointment of Directors will be made as follows:

Municipality	Number of Directors
Central Huron (<i>Clinton, Goderich Twp., Hullett</i>)	1
Huron East (<i>Seaforth, McKillop, Tuckersmith</i>)	1
Bluewater (<i>Bayfield, Stanley, Hay, Zurich, Hensall</i>)	1
West Perth (<i>Hibbert</i>)	1
Lambton Shores, Warwick (<i>Grand Bend, Bosanquest, Thedford, Arkona</i>)	1
South Huron, Perth South (<i>Exeter, Usborne, Stephen</i>)	1
Lucan Biddulph	1
Middlesex Centre, Adelaide Metcalfe	1
North Middlesex (<i>East Williams, West Williams, Parkhill, Ailsa Craig, McGillivray</i>)	1
Total	9

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 his or her appointment and ending immediately before the first meeting of the Authority following the appointment of his or her replacement. The 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 his or her replacement. A Member is eligible for

reappointment. A Member can be replaced by a Participating Municipality at the municipality'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 s.21 of the Act for the purposes of accomplishing its objects, as referenced in the introduction of this By-law model, 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 General Manager/Secretary-Treasurer;
- iii. Terminating the services of the General Manager/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 General Manager/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 project 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 by resolution, any proposed expropriation of land or disposition of land, subject to the requirements under the Act;
- xiv. Approving permits or refusing permission as may be required under any regulations made under Section 28 of the Act;
- xv. 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.

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.

As a duly appointed Director of the participating municipalities, it is your responsibility to:

- i. Attend all meetings of the Authority;
- ii. Understand the purpose, function and responsibilities of the Authority;
- iii. Become aware and knowledgeable of programs, projects, and activities of the of the Authority;
- iv. Be familiar with the Authority's statutory and other legal obligations;
- v. Set strategic direction for the Authority along with the administration;
- vi. Attend all meetings of the Board of Directors and Committees to which you have been appointed;
- vii. Keep the councils whom you represent informed of Authority programs, projects and activities;
- viii. Be prepared to discuss issues at all Authority meetings.

e) Applicable Legislation

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

- *Municipal Conflict of Interest Act*
- *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 General Manager/Secretary-Treasurer to manage the operations of the organization, including all employees of the Authority. The General Manager/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 regular performance evaluations of the General Manager/Secretary-Treasurer

2. Officers

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

Chair

- Be a Member of the Authority;
- Preside over the Annual and all Board of Director meetings;
- Represent the Authority at such functions as warrant the interest of the Authority, except where the responsibility is specifically assigned to some other person;
- Serve as signing officer of the Authority;
- Ensure relevant information and policies are brought to the Authority's attention;
- Keep the General Membership apprised of significant issues in a timely fashion;
- Be "ex-officio", a member of all committees, sub-committees and ad hoc committees appointed from time to time by the Board of Directors;
- Perform other duties when directed to do so by resolution of the Authority.

Vice-Chair

The Vice-Chair of the Authority shall assist the Chair in all ways possible and in particular shall:

- Be a Member of the Authority;
- Act 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 his/her duties;
- Act on behalf of the Chair at any function upon the request of the Chair;
- Be “ex-officio”, a member of all committees, sub-committees and ad hoc committees appointed from time to time by the Board of Directors.

General Manager/Secretary-Treasurer

The General Manager/Secretary-Treasurer of the Authority shall be the Chief Administrative Officer of the Authority and to so represent the Authority in such capacity as and when required, subject always to the immediate direction of the Board of the Authority. The responsibilities of the General Manager as assigned by the Authority include, but are not limited to the following:

- Being an employee of the Authority;
- Giving or causing to be given all notices required by this regulation;
- Keeping or causing to be kept accurate records of meetings and accounts of the Authority and shall be custodian of the corporate seal;
- Carrying out or causing to be carried out required financial transactions on behalf of the Authority;
- Having the power to call meetings and conduct business in the absence of a functioning Board of Directors (*revised #BD22/11*)
- Administering and coordinating the total program of the Authority in accordance with the approved budget, policies and strategic directions;
- Providing direction and instructions for the consultants, contractors and other professional firms and individuals engaged from time to time by the Authority;
- Directing the preparation of material or projects to be undertaken by the Authority and to provide such reports as might be from time to time requested by the Authority;
- Coordinating, supervising and directing all projects of land acquisitions and to retain such appraisers, surveyors and legal assistants that may be required;
- Being aware of and responsible for the disposition of any land acquired by the Authority and the leasing or other use of lands so acquired including liaison of the said land and the municipal legislation applicable thereto;
- Being responsible for all documentary requirements necessary to obtain approval under the *Conservation Authorities Act*;
- Directing the preparation of all budget estimates for approval in accordance with the requirements of the Authority and the directions therein from the Ministry of Natural Resources and Forestry;
- Communicating all instructions from the Authority and its various committees to the administration of the Authority and to supervise the carrying out of all such communications;
- Being responsible for the preparation of reports and correspondence to other agencies, governments and individuals dealing with the policy of the Authority on particular items;
- Reviewing with the Authority, or any Committee appointed by the Authority, management methods, regulations, appointments to the administration,

promotions and compensation for the employees as are requested from time to time;

- In general acting as the Human Resources Officer of the Authority.

3. Absence of Chair and Vice-Chair

In the event of the absence of the Chair and Vice-Chair from any meeting, the Directors present 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. Representatives to Conservation Ontario Council

The Authority may appoint up to three Representatives to Conservation Ontario Council ("Council") in accordance with the Conservation Ontario By-law, designated as Voting Delegate and Alternate(s). Council will consist of the Voting Delegates appointed by each Member Conservation Authority. The Voting Delegate and Alternates shall be registered with Conservation Ontario annually. Chair – Voting, Vice Chair – 1st Alternate, General Manager/Secretary Treasurer – 2nd Alternate.

5. Election of Chair and Vice-Chairs

The election of the Chair and Vice-Chair shall be held in accordance with the Authority's procedures for election of officers (see Appendix 3).

6. Appointment of Auditor

The General Membership shall appoint an auditor for the coming year at the Annual Meeting in accordance with Section 38 of the Act.

7. Appointment of Financial Institution

The General Membership shall appoint a financial institution to act as the Authority's banker by Resolution for a term as specified in such resolution.

8. Appointment of Solicitor

The General Membership shall appoint a solicitor(s) to act as the Authority's legal counsel by Resolution for a term as specified in such resolution.

9. 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. This is done at the earliest convenience for the Auditor, normally first Board meeting after the Annual General Meeting.

The Authority shall forward copies of the Audited Financial Statements and Report of the Auditor to Participating Municipalities and the Minister of Natural Resources and Forestry in accordance with Section 38 of the Act and will make the Audited Financial Statements available to the public.

10. Borrowing Resolution

If required, the Authority shall establish a borrowing resolution by March 31 of each year and such resolution shall be in force until it is superseded by another borrowing resolution.

11. 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.

12. Signing Officers

The signing officers of the Authority shall be the Chair, the Vice-Chair, General Manager and designate whose signatures shall be required as laid down in the following paragraphs.

Any two of these signing officers are empowered to sign such documents as are necessary for works approved by the Authority and authorized by the Board of Directors; save and except individual accounts payable in excess of \$30,000 whereby the Chair or Vice-Chair and the General Manager or designate will sign.

For the above purposes, the signing officers are empowered to arrange for the borrowing by way of promissory notes of the funds necessary for the approved projects and programs of the Authority, at such rate of interest as the Minister approves.

The General Manager and designate are authorized to sign cheques up to a maximum of \$30,000 per cheque.

13. Executive Committee

The Authority may appoint an executive committee at the first meeting of the General Membership each year in accordance with the Section 19 of the Act and Section 1(c)(vi) of this by-law.

14. Advisory Boards and Other Committees

In accordance with Section 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.

15. Hearings

Hearings under the Development, Interference & Alteration Regulations or any other regulations of the Authority shall be carried out separate from any regular meeting and will not form part of a regular meeting. Minutes and/or reports from a Hearing may, however, be presented at a regular meeting for information purposes. The Authority will not impose a fee on the applicant for conducting a Hearing under the Development, Interference & Alteration Regulations unless the Hearing is on-site and /or a special meeting of the Board of Directors.

16. Remuneration of Members

Authority Directors shall receive a per diem allowance for attending Board meetings and Committee meetings, and any other such meeting to which they are appointed;

If no quorum is present, the per diem rate shall be paid to those in attendance;

Authority Directors will be paid for expenses incurred on authorized Authority business;

Authority Directors will receive a per diem for all official meetings regardless of the venue (eg. conference call, etc.).

17. 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;
- 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.

18. 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 Member or a committee of Members to act as head of the Authority for the purposes of MFIPPA.

19. By-law Review

In accordance with the Act, these by-laws shall be reviewed by the Authority, every five years, 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 to ensure best management practices in governance are being followed.

20. By-law 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 centre or provided in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

21. 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*. Measure taken will include but will not limited to the following:

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

22. 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;

- 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,
- 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.

C. Meeting Procedures

The Meeting Procedures below governing the procedure of the Authority shall 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 of Procedure

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

The Authority may choose to conduct its business as a committee of the whole.

2. Notice of Meeting

At least two meetings of the Authority shall be held each year at such time and place as the Authority shall decide, including one meeting prior to March 1st and one meeting after July 1st, the annual meeting being the first meeting of the year and such meeting will be held prior to March 1st.

Notice of all Authority Board of Directors meetings shall be conveyed to members, municipalities, Ministry of Natural Resources and Forestry, and to local media at least five calendar days prior to the date of the meetings. The notice shall include the time and place of the meeting and all items to be discussed at the meeting.

Anyone wishing notice of other meetings shall leave their name and address with the General Manager. The General Manager or his or her designate shall inform that person, in writing or by telephone, in advance of other meetings.

When any matter pertaining to an application for an Authority permit (eg Ontario Regulation 147/06) is to be discussed at a meeting of an Authority, the applicant shall be notified 2 weeks prior to the date of the meeting and invited to attend.

The Authority shall meet at such time and place as the Chair shall decide or at the written request of one-third of the Directors. A special meeting of the Board of Directors can be called on three working days written notice. The notice shall state the business of the meeting.

Each Standing or Ad Hoc Committee shall meet at such time and place as the respective Chair shall decide under the general direction of the Authority.

Notice of Standing and Ad Hoc Committee meetings shall be conveyed to all members at least 5 days prior to the date of the meeting.

The Chair or the General Manager/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. Postponement shall not be for any longer than the next regularly scheduled meeting date.

3. Meetings Open to Public

All meetings of the General Membership and Executive Committee, if applicable, shall be open to the public.

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. (Section 12)

4. Agenda for Meetings

Authority staff, under the supervision of the General Manager/Secretary-Treasurer, shall prepare an agenda for all regular meetings of the Authority that shall include, but not necessarily be limited to, the following headings:

- a) Chairman's Welcome
- b) Adoption of Agenda
- c) Disclosure of Pecuniary Interest
- d) Disclosure of intention to record this meeting by video and/or audio device
- e) Adoption of Minutes from previous meeting
- f) Business out of the minutes
- g) Program Reports
- h) Correspondence
- i) New Business
- j) Committee of the Whole
- k) Adjournment

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

Agendas for meetings shall be forwarded to all Members at least five calendar days in advance of the meeting. Such 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.

5. Quorum

At any meeting of the General Membership, a quorum consists of one-half of the Members appointed by the participating Municipalities. As there are currently nine members, five are required for quorum.

If there is no quorum present, one-half hour after the time appointed for a meeting of the Authority, the General Manager records the names of those present and the meeting shall stand adjourned until the next meeting.

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. Agenda items including delegations present may be covered and presented and issues discussed, but no formal decisions may be taken by the remaining Members which do not constitute a quorum.

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.

6. 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 majority 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.

7. Debate

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

- a) A Member shall be recognized by the Chair prior to speaking;
- b) 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;
- c) All questions and points of discussion shall be directed through the Chair;
- d) Where a motion is presented, it shall be moved and seconded before debate;
- e) 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;
- f) Any Member may ask a question of the previous speaker through the Chair;
- g) 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;
- h) 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 closings the proceedings;
- i) When a motion is under consideration, only one amendment is permitted.

8. Members' Attendance

On an annual basis the General Manager/Secretary Treasurer shall provide a listing of Members attendance at scheduled meetings of the Authority to the participating Municipalities. The report will contain the Director's name, number of meetings invited to and the number of meetings attended.

Upon a Members' vacancy due to death, incapacity or resignation occurring in any office of the Authority, the Authority shall request the municipality that was represented by the 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 General Manager/Secretary Treasurer such correspondence prior to the start of the meeting. The correspondence shall be read aloud by the General Manager/Secretary Treasurer without comment or explanations.

9. Electronic Participation

With the consent of the Board of Directors, meetings and or resolutions may take place electronically via conference call, email, webinar, etc.

A Member shall not participate electronically in a meeting that is closed to the public.

10. Delegations

Any person or organization who wishes to address the Board of Directors, Standing or Ad Hoc Committee Meeting must give 2 weeks notice of their interest in making a presentation. Except by leave of the Chair or appeal by leave of the meeting, delegations are limited to 15 minutes plus discussion time. Delegations with written information for consideration of the Authority Board or Committee will provide same 2 weeks prior to the meeting.

11. Meetings with Closed “Committee of the Whole” Sessions

Every meeting of the General Membership, Executive Committee and Advisory Boards, if applicable, shall be open to the public as per Section 15(3) of the Act, except where there is a resolution to go to Committee of the Whole, subject to the exceptions set out below.

- 1) Meetings may be closed to the public if the subject matter being considered relates to:
 - a) The security of the property of the Authority;
 - b) Personal or confidential matter about an identifiable individual, including Directors or employees of the Authority. A memorandum of the meeting in the Committee of the Whole will be certified by the Recording Secretary and the Chair and kept in the appropriate personal and/or confidential file and not form part of the minutes;
 - c) A proposed or pending acquisition or disposition of real property for Authority purposes;
 - d) Labour relations or employee negotiations;
 - e) Litigation or potential litigation, including matters before administrative tribunals, affecting the Authority;
 - f) The receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - g) 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;
- 2) The Authority shall close a meeting if the subject matter relates to the consideration of a request under MFIPPA, and the Authority is the head of an institution for the purposes of MFIPPA.

Educational or Training Sessions: A meeting may be closed to the public if the following conditions are both satisfied:

- (i) A meeting is held for the purpose of training the members;
- (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 directors.

Before all or part of a meeting is closed to the public, the Board or Committee shall state by resolution;

- (i) The fact of holding of the closed meeting;
- (ii) The general nature of the matter considered at the closed meeting.

The General Membership shall not vote during a meeting that is closed to the public, unless:

- a) the meeting meets the criteria outlined in this by-law to be closed to the public; and
- b) the vote is for a procedural matter or for giving direction or instruction to Officers, employees or agents of Authority.

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

Meetings or sessions which are closed to the public may be referred to as "In Camera" meetings or sessions.

12. Voting

In accordance with Section 16 of the Act:

- a) each Member, including the Chair, is entitled to one vote, and
- b) a majority vote of the Members present at any meeting is required upon all matters coming before the meeting.

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.

On a tie vote, the motion is lost.

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.

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

13. Notice of Motion

Written notice of motion may be given by any Director of the Authority and shall be forthwith placed on the Agenda of the next meeting.

14. Duties of the Meeting Chair

It shall be the duty of the Chair, with respect to any meetings over which he/she presides, to:

- a) 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;
- b) Ensure that the public in attendance does not in any way interfere or disrupt the proceedings of the Members;
- c) 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;
- d) Announce the results of the vote on any motions so presented;
- e) Adjourn the meeting when business is concluded.

15. Conduct of Members

Members shall maintain a high standard for 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:

- a) 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;
- b) Leave their seat or make any noise or disturbance while a vote is being taken or until the result is declared;
- c) Interrupt a Member while speaking, except to raise a point of order or a question of privilege;
- d) Speak disrespectfully or use offensive words against the Authority, the Members, staff, or any member of the public;
- 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.

16. Minutes of Meetings

The minutes of all meetings of the Authority shall be recorded by the General Manager/Secretary Treasurer or his/her designate.

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.

Within 30 days after any meeting, the General Manager or his/her designate shall include draft minutes of the previous meeting available to each member of the Authority at the same time as agendas for the next meeting are distributed.

After the minutes have been approved by resolution, original copies shall be signed by the General Manager/ Secretary Treasurer or his/her designate and the Chair of the meeting. Copies of all non-confidential minutes shall then 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.

D. Other

Fee Schedule and Revenue Sharing

The Authority acknowledges the Province of Ontario Policy and Procedures for the charging of fees and the Province of Ontario Policy and Procedures for revenue sharing and will conduct business accordingly.

Employment Equity and Pay Equity

The Authority is committed to the principles of fairness and non-discrimination in the workplace and to the development and implementation of policies and practices that prevent barriers to employment equity and pay equity.

Health and Safety

The Authority is committed to a comprehensive Health and Safety Program to ensure a safe working environment for all Directors and staff.

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

By-law number #BD 91/11 is hereby repealed;

By-law number #BD 90/18 shall come into force on the 18th day of 2018

READ A FIRST AND SECOND TIME

September 20, 2018

Date

READ A THIRD TIME AND FINALLY PASSED

October 18, 2018

Date

Signed:



Chair



General Manager/Secretary-Treasurer

F. Appendices to the Administrative By-law

Appendix 1 - Code of Conduct

1. Background

The Ausable Bayfield 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 helps to ensure that all Members share a common basis for acceptable conduct. Formalized standards help to 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 his/her 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 Boards 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, either in verbal or written form, 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;
- 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 his/her 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. Influence on 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 as approved from time-to-time.

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 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 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 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.

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 his or her 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:

- a) shall, prior to any consideration of the matter at the meeting, disclose the pecuniary 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.

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 to chair that portion of the meeting by Resolution.

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 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 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 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 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 one or more 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 one or more persons, who are not Members or employees of the Authority, to act as scrutineers. A Member, who will not stand for election, may be appointed as an additional scrutineer if requested.

4. Election Procedures

The Acting Chair shall advise the Members 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 Member of the Authority
 - ii. Election of one or more Vice-chairs, who shall be Members of the Authority.
- b) The Acting Chair shall ask for nominations to each position;
- c) Only current Members 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 Member nominated shall be asked to accept the nomination. The Member must be present to accept the nomination unless the Member has advised the Secretary-Treasurer in writing or by email in advance of the election of their willingness to accept the nomination.

If one Nominee:

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

If More than One Nominee:

- 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 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.
- j) 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 the Acting Chair or designate.