



Grey Sauble Conservation Authority Administrative By-law

Updated: September 12th, 2018

This By-law sets out the governance of the Grey Sauble Conservation Authority in the organization and delivery of programs and services that further the conservation, restoration, development and management of natural resources in watersheds in Ontario.

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1. Introduction

Grey Sauble 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 following Participating Municipalities. Municipality of Arran Elderslie, Township of Chatsworth, Township of Georgian Bluffs, Municipality of Grey Highlands, Municipality of Meaford, City of Owen Sound, Town of South Bruce Peninsula, and Town of Blue Mountains.

Our vision is a healthy watershed environment in balance with the needs of society.

Our mission, in partnership with the stakeholders of the watershed, is to promote and undertake sustainable management of renewable natural resources and to provide responsible leadership to enhance biodiversity and environmental awareness.

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) as follows:

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.

2. Definitions

In this policy:

“Authority” means the Grey Sauble Conservation Authority Board of Directors.

“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.

“Director” is the equivalent of the term "member" under the Conservation Authorities Act.

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

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

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

“Majority” means half of the votes plus one.

“Members” shall mean the members appointed to the Authority by the participating municipalities in the Authority’s area of jurisdiction.

“Motion” means the formal statement of the decision that is being put to the Authority.

“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.

“Resolution” means a motion after it is affirmed by a majority vote.

“Secretary Treasurer” means Secretary Treasurer of the Authority with the roles specified in the Act. This position is fulfilled by the position of CAO.

“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 that the votes are weighted as outlined in Ontario Regulations 670/00 and 139/96, and the votes must represent 51 percent of the available weighting. These regulations weight the votes based on the current value assessment of each municipality’s land within the conservation authority, with each parcel modified by a multiplier related to the Property’s class (e.g. residential/farm, commercial, managed forest, etc.).

3. Governance

1) *Members Appointments*

Participating Municipalities within the jurisdiction of the Grey Sauble Conservation 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.

2) *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.

3) *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 Chief Administrative Officer and/or Secretary Treasurer;
- iii. Terminating the services of the Chief Administrative Officer and/or Secretary Treasurer.
- iv. Approving establishing and implementing regulations, policies and programs;
- v. Awarding contracts or agreements where the approval of the Authority is required under the Authority’s purchasing policy.
- vi. Appointing an Executive Committee and delegate to the Committee any of its powers except:
 - i. The termination of the services of the Chief Administrative Officer and/or 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 by Grey Sauble Conservation Authority including the delegation of this responsibility to Chief Administrative Officer consistent with Regulation 151/06];
- 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;

4) 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).

Members are responsible for:

- i. Attending all meetings of the Authority;
- ii. Understanding the purpose, function and responsibilities of the Authority;
- iii. Being familiar with the Authority's statutory and other legal obligations;
- iv. With the administration, setting strategic direction for the Authority.

The Authority shall provide a listing of Board Members' attendance at scheduled meetings of the Board of Directors to the participating municipalities at least annually, such that the municipal treasurers may comply with the Municipal Act. The CAO shall notify the applicable Municipality of excessive absences by their Member.

5) 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.

6) *Relationship Between Members and Staff*

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

The CAO will draft his/her goals at the beginning of each year and request input from the Board of Directors before they are finalized in the performance plan. At the end of the year, the CAO will prepare a report on how she/he performed against the goals. This report is provided to the Board of Directors. At the end of the year the Board may use a Closed Session to consider performance of the CAO and the Chair or Vice Chair will review the Board's view of his/her performance with the CAO.

7) *Officers and Responsibilities*

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

Chair

- Is a Member of the Authority;
- Presides at all meetings of the General Membership (and Executive Committee if applicable);
- Calls special meetings if necessary;
- Acts as a public spokesperson on behalf of the General Membership;
- Serves as signing officer for the Authority;
- Ensures relevant information and policies are brought to the Authority's attention;
- Keeps the General Membership apprised of significant issues in a timely fashion;
- Performs other duties when directed to do so by resolution of the Authority.

Vice-Chair

- Is a Member of the Authority;
- Attends all meetings of the Authority (and Executive Committee if applicable);
- Carries out assignments as requested by the Chair;
- Understands the responsibilities of the Chair and acts as Chair immediately upon the death, incapacity to act, absence or resignation of the Chair until such time as a new Chair is appointed or until the Chair resumes his/her duties;
- Serves as a signing officer for the Authority.

Chief Administrative Officer (CAO)

Responsibilities of the CAO as assigned by the Authority include, but are not limited to the following:

- Is an employee of the Authority;
- Attends all meetings of the General Membership (and Executive Committee if applicable) or designates an acting CAO if not available;
- Works in close collaboration with the Chair and Vice-Chair(s) and keeps them apprised of relevant information and significant issues in a timely fashion;
- Develops a strategic plan for approval by the General Membership and Implements short and long-range goals and objectives;
- Is responsible for the management of the operations of the Authority, including all staff and programs of the Authority;
- Ensures resolutions of the Authority are implemented in a timely fashion;
- Develops and maintains effective relationships and ensures good communications with Participating Municipalities, federal and provincial government ministries/agencies,

Indigenous communities, other conservation authorities, Conservation Ontario, stakeholders, community groups and associations;

- Serves as a signing officer for the Authority.
- Is the custodian of the Corporate Seal.

8) *Maximum Term for Chair and Vice-Chair(s)*

There is no maximum number of terms that a Chair and/or Vice-chair are eligible to stand for re-election to the same office.

9) *Representatives to Conservation Ontario Council*

The Authority may appoint up to three Representatives to Conservation Ontario Council ("Council"), designated as Voting Delegate and Alternate(s). 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.

10) *Appointment of Auditor*

The General Membership will confirm annually that a qualified audit service is in place in accordance with Section 38 of the Act.

11) *Appointment of Solicitor and Financial Institution*

The General Membership may appoint a solicitor(s) to act as the Authority's legal counsel, and may also appoint a financial institution.

12) *Financial Statements and Report of the Auditor*

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

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.

13) *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.

14) *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.

15) *Signing Officers*

Signing Officers by the Authority is by Resolution.

16) *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)(xv) of this by-law.

17) Advisory Boards and Other Committees

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

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

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

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

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

18) Remuneration of Members

The Authority may establish a per-diem rate from time to time to be paid to Members for attendance at sub-committees as appointed by the Board of Directors, and at such other business functions, and where required to report to the Conservation Authority at official events on the corporate calendar where they are compensated through other means. In addition, an honorarium may be approved by the Authority for the Chair and/or Vice-chair(s) as compensation for their additional responsibilities. A single per-diem will be paid for attendance at more than one meeting if they occur consecutively on the same day.

The Authority shall reimburse Members' reasonable travel expenses incurred for the purpose of attending meetings and/or functions on behalf of the Authority. A per-kilometre rate to be paid for use of a personal vehicle shall be approved by Resolution of the General Membership from time-to-time. Requests for such reimbursements shall be submitted within a timely fashion and shall be consistent with Canada Revenue Agency guidelines.

19) Records Retention

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

- i. Minutes of all meetings of the Authority, including registries of statements of interests in accordance with the *Municipal Conflict of Interest Act*;
- ii. Assets, liabilities, receipts and disbursements of the Authority and Financial Statements and Reports of the Auditors;
- iii. Human Resources Files for all employees and Members as applicable;
- iv. Workplace Health and Safety documents including workplace inspections, workplace accidents, investigations, etc.;
- v. Electronic Communications including emails
- vi. Contracts and Agreements entered into by the Authority;
- vii. Strategic Plans and other documents providing organizational direction
- viii. Projects of the Authority;
- ix. Technical Studies and data gathered in support of Programs of the Authority;
- x. Legal Proceedings involving the Authority;
- xi. Incidents of personal injury or property damage involving the Authority and members of the public.

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

20) Records Available to Public

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

The Authority shall designate a Member or a committee of Members to act as head of the Authority for the purposes of MFIPPA unless there is a time bound resolution to the Authority Chair that will be for the purposes of MFIPPA.

21) By-law Review

In accordance with the Act, these by-laws shall be reviewed by the Authority to ensure the by-laws are in compliance with the Act and any other relevant law. The General Membership shall review the by-laws on a regular basis to ensure best management practices in governance are being followed to comply with Section 19.1 of the Act. CA's with review in a minimum of between two and five years-

22) 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.

23) Enforcement of By-laws and Policies

The Members shall respect and adhere to all applicable by-laws and policies (for example, the Code of Conduct and Conflict of Interest). The Authority may take reasonable measures to enforce its by-laws and policies, including the enforcement mechanisms under the *Municipal Conflict of Interest Act*. As a minimum, the procedure should include:

- 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 ;
- an external public communications statement, if applicable to the findings.

The CAO may arrange for the investigation, and may use a third party such as a Municipal Integrity Commissioner.

24) Indemnification of Members, Officers and Employees

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

- 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.
- The Authority shall maintain a liability insurance policy for Directors.

4. Meeting Procedures

1. Introduction

The Meeting Procedures below governs the procedure of the Authority and 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. The regulations governing the Authority shall be observed in any Committee as far as they are applicable, with the word "Committee" substituted for the word "Authority."

2. Calling of Meetings

- i. Other than portions that are designated as "Closed Session," Authority meetings are open and the public is able to attend. Anyone wishing to make a deputation presentation or discuss specific items should contact the Chief Administrative Officer. A deputation may be up to ten (10) minutes.
- ii. At least four meetings of the Authority shall be held each year at such time and place as the Authority decides, including one meeting prior to March 1st, and one meeting after July 1st.
- iii. The first meeting of the Authority in each year shall be designated as the Annual General Meeting (AGM).
- iv. The annual schedule of regular meetings shall be resolved at the AGM, and may be updated through the year at authority meetings.
- v. The Chair may, at any time, call a special meeting of the Authority. The Chair shall call a special meeting of the Authority when a written request stating the business to be considered is received from one-third of the directors of the Authority. No business other than the stated business shall be considered at a special meeting.

3. Agenda and Notice

- i. The CAO will prepare proposed agendas, which will be approved by the Chair and/or Vice Chair. Meeting agendas shall indicate what type of action is required by Board (e.g. resolution for decision or acceptance, or for information). Meetings will close at a reasonable time. Duration of meeting times may be extended with a 2/3 majority vote.

- ii. The agenda will include a consent agenda section, where routine items will be accepted or decided through one motion. The Chair or a member of staff will read the items listed on the consent agenda for approval prior to a motion being presented to approve the consent agenda. Unless removed by the CAO, the following items will default to the consent agenda: receipts and expenses, correspondence, approved Section 28 Permits, and committee minutes. A member may make brief comments to an item on the Consent Items list prior to the consideration of the adoption of the matters listed. However, if a member wishes to debate, ask questions of staff or amend the recommendation of an item listed, the member shall request the item(s) be removed from the consent agenda and have individual consideration.
- iii. Notice of Authority regular meetings shall be provided at least five (5) calendar days prior to the meeting and notice of special meetings shall be conveyed at least three (3) working days prior to the meeting, and will include the meeting date and time. Notice of meetings shall be provided to directors of the Authority, to appropriate Ministry of Natural Resources and Forestry offices, posted on the Grey Sauble Conservation Authority website, and to others who have provided their name and contact information with the Chief Administrative Officer.
- iv. The Chair or the CAO 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.
- v. For regular meetings, the agenda shall be available to the directors at least five (5) calendar days prior to the meeting, and a full meeting package including proposed motions and supporting staff reports shall be available at least two (2) working days prior.

4. Procedure at Meetings

- i. Rules of procedure for Authority meetings shall be as stated in this document, and if not stated shall adhere to the current edition of Robert's Rules of Order.
- ii. Duties of the Meeting Chair
It shall be the duty of the Chair, with respect to any meetings over which she/he presides to:
 - a) Preserve order and decide on questions of order;
 - 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 Member, 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 which business is concluded.

When the Chair's ruling is challenged, the meeting shall forthwith vote to sustain the Chair's ruling or to make a new ruling, in which case the Vice Chair is authorized to assume the chair until the matter is

resolved. This will enable the chair to defend the decision or move a motion. And without argument or comment, state the rule applicable to any point of order if called upon to do so;

iii. Conduct of Members

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

No Member at any meeting of the Authority shall:

- a) Ask any questions or make points of discussion through the Chair, unless otherwise directed;
 - b) Speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place or 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 Member while speaking, except to raise a point of order or a question of privilege;
 - e) Speak disrespectfully or use offensive words against the Authority, the Members, staff, or any member of the public;
 - f) Speak beyond the question(s) under debate;
 - g) Resist the rules of order or disobey the decision of the Chair on the questions of order or practices or upon the interpretation of the Meetings Policy.
- iv. 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 that meeting, has all the powers and shall perform all the duties of the Chair.
- v. At any Authority meeting a quorum shall consist of one-half of the directors appointed. With an eleven-member Board, six members constitute a quorum.
- vi. If no quorum is present at the time scheduled for the meeting to commence, the meeting will proceed with the members who are in attendance with ratification of any motions at the next Authority meeting at which a quorum is present.
- vii. A motion presented to the Directors shall be in writing and duly moved and seconded prior to discussion and a vote being taken.
- viii. When a motion is under debate, no motion shall be received other than a motion to amend, to defer, to refer the question, to take a vote, or extend the hour of closing of the meeting.
- ix. At any meeting, each accredited director is entitled to one vote and no one may vote by proxy. A majority vote of the directors present at any meeting is required for a motion to pass and become a Resolution. In the event of a tie vote, the motion is lost.
- x. Before, during or immediately after a vote is taken, any director may require that the vote be

- xi. taken by roll call vote (recorded vote) and it shall be taken accordingly.
- xii. At the meeting of the Authority at which the Non-Matching Levy is to be approved, the vote to approve will be by a Weighted Majority of the Members present and eligible to vote, in accordance with Ontario Regulation 139/96.
- xiii. The business of the Authority shall be taken up in the order in which it stands on the agenda unless otherwise directed by the Authority.
- xiv. Matters of Precedence
The following matters shall have precedence over the usual order of business:
 - 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
 - f) A motion to adjourn
- xv. A member may introduce a written notice of motion directly to an Authority meeting, following which a copy of the motion shall be filed with the CAO and the motion shall form part of the next Authority agenda for discussion. Following such notice there shall be no debate or discussion on the motion until it is contained in an agenda or unless agreed upon by a 2/3 majority vote.
- xvi. After a resolution has passed, any director may re-introduce the resolution by notice of motion to the agenda for reconsideration at a subsequent meeting. The reasons for reconsideration include, but are not limited to, the introduction of new information. A decision on the new resolution may be changed only with a 2/3 majority vote.
- xvii. 1) An Authority meeting may be closed to the public (and called a "Closed Session") if the subject matter being considered relates to:
 - a) the security of the property of the Authority;
 - b) personal matters about an identifiable individual including Authority Directors or Authority employees;
 - c) employee negotiations or labour relations;
 - d) litigation or potential litigation including matters before administrative tribunals;
 - e) a matter in respect of which Directors, or Full Authority has authorized a meeting to be closed under an Act of the Legislature or an Act of Parliament;
 - f) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose.
 - g) items of commercial significance, such as but not limited to a proposed or pending acquisition of real property for Authority purposes, internal reserve bid amounts, leases and property sales.
 - h) 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.

- 2) Before all or part of a meeting is closed to the public, the Directors shall state by Resolution:
 - a) the fact of the holding of the closed meeting;
 - b) the general nature of the matter considered at the closed meeting.
- 3) A meeting shall not be closed to the public during the taking of a vote. However, direction to staff may be voted on and given.
- 4) Confidential minutes are prepared for Closed Session meetings. Minutes are accepted by Resolution after the next Closed Session meeting. Minutes are recorded by the CAO in a confidential file and are not circulated.
- xviii. The highlights of minutes will be sent to all watershed municipalities, MNRF contacts, and MP's/MPP's. Minutes, once approved by the Board of Directors, will continue to be publicly available on the Grey Sauble Conservation (GSC) website and upon request. Approved 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.

5. Elections and Appointments

- i. The election of officers shall be held at the Annual General Meeting.
- ii. Prior to the election, the CAO shall arrange for an independent third party to preside over the election.
- iii. Prior to the election, all elected positions shall step down from their positions, and the person presiding shall take over the Chair's seat.
- iv. The person presiding shall appoint two independent non-director scrutineers from the persons present.
- v. The order of procedure for the elections shall be:
 - The election of the Chair who shall be an accredited director of the Authority;
 - the election of the Vice Chair, who shall be an accredited director of the Authority;
 - The election of Committee Members.
- vi. Immediately following the election of Chair and Vice Chair, the person presiding over the election shall install the newly elected Chair in the chair and hand over control of the meeting.
- vii. The election procedure shall be:
 - nominations from the floor will be accepted when duly moved;
 - before closing nominations, the person presiding over the election shall call three times for further nominations;
 - closure of nominations will require a mover and seconder;
 - in the order in which they were nominated, nominees are asked as to their acceptance;
 - in the order in which they were nominated each nominee offered up to three minutes to speak to their nomination;
 - voting shall occur by secret ballot, run and counted by the scrutineers. In the event of a tie vote, an additional vote will be held for the tied candidates. If the tie is not broken after

three attempts, the final position will be filled by drawing the winning name from a hat containing the names of the tied candidates.

- viii. Immediately following the election, the person presiding over the election shall install the newly elected Chair in the chair and hand over control of the meeting.
- ix. A chair for each committee will be elected at the first meeting of the committee.
- x. Upon a vacancy, due to death, incapacity, resignation or continued absence occurring:
 - on the Board, then the CAO will ask the municipality in which there is a vacancy to appoint a new member.
 - in the Chair, Vice Chair, Committee Members position(s), and the Authority may use the election procedures to fill that vacancy at any subsequent meeting.

6. Appendices

Appendix 1 - Code of Conduct

1. Background

The Grey Sauble 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.

1. 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.

2. 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.

3. 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.

4. 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.

5. 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.

6. 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.

7. 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.

8. 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*.

9. 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.

10. 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*.

11. 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 CAO, 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 the Vice-Chair, with a copy to the CAO, 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

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.

1. 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) State in writing the nature of the interest and provide to clerk/secretary before or at time of declaration for efficiency an accurate (first person) record;
- b) shall, prior to any consideration of the matter at the meeting, disclose the pecuniary interest and the general nature thereof;
- c) shall not take part in the discussion of, or vote on any question in respect of the matter; and,
- d) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question.

2. 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 unless it is an information item for acceptance e.g. a financial report containing documentation of an expense claim cheque to a director.

3. 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.

4. Member Absent

Where the interest of a Member has not been disclosed by reason of their absence from the 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.

5. 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.

6. 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 CAO, 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 CAO, 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 CAO, 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.

Passed by the Grey Sauble Conservation Authority Board of Directors on September 26th, 2018.