



Raisin Region
Conservation Authority

By-Law No.1
Board of Directors
Administrative By-Law

AS ADOPTED

September 20, 2018

Raisin Region Conservation Authority Board of Directors Administrative By-Law

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Introduction

The Raisin Region Conservation Authority (RRCA) 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.

The RRCA is comprised of its Board Members, appointed as representatives by the Participating Municipalities as follows:

- City of Cornwall (2 members)
- Township of South Glengarry (2 members)
- Township of North Glengarry (1 member)
- Township of South Stormont (2 members)
- Township of North Stormont (1 member)

The Board Members of the RRCA form the Board of Directors of the RRCA. The Board Members are bound by the *Act* and other applicable legislation. As a non-share corporation, the RRCA 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).

A. Definitions

“**Authority**” means the Raisin Region Conservation Authority.

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

“**Board Members**” shall mean the individuals appointed to the Authority’s Board of Directors by the participating municipalities in RRCA’s area of jurisdiction.

“**Board of Directors**” means the general membership, and as such is all of the Board Members collectively appointed by participating municipalities as per the requirements of the *Conservation Authorities Act*.

“**Chair**” means the Chairperson as referenced in the *Act* as elected by the Board of Directors.

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

“**General Manager**” means the chief administrative officer of the Raisin Region Conservation Authority and includes the responsibilities of the Secretary-Treasurer.

“**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.

“**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 the officers of RRCA empowered to sign contracts, agreements and other documents on behalf of RRCA and shall include, but not limited to, the Chair, Vice-Chair and General Manager.

“**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 direct or indirect financial or material interests of a Board Member and that of a Board Member’s immediate family, as outlined in the *Municipal Conflict of Interest Act*.

“**Raisin Region Conservation Authority**” (also referred to as “**RRCA**” or the “**Authority**” herein) means the corporation of this conservation authority established under Section 5 of the *Act*.

“**Staff**” means employees of RRCA as provided for under Section 18(1) of the *Act*.

“**Vice-Chair**” means the Vice-Chairperson as elected by the Board of Directors.

“**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. Board Members

a) Appointments

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

b) Term of Board Member Appointments

A Board 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 General Manager shall notify the appropriate municipality in advance of the expiration date of any Board Member's term, unless notified by the municipality of the Board Member's reappointment or the appointment of his or her replacement.

A Board Member is eligible for reappointment.

A Board Member can be replaced by a Participating Municipality at the municipality's discretion prior to the end of their term.

c) Powers of the Board of Directors

The Board of Directors may, by resolution:

- i. Approve the creation of committees and/or advisory boards, the members thereof and the terms of reference for these committees and/or advisory boards;
- ii. Appoint a General Manager;
- iii. Terminate the services of the General Manager;
- iv. Approve establishing and implementing regulations, policies and programs;
- v. Award contracts or agreements where the approval of the Authority is required under the Authority's Purchasing Policy;
- vi. Approve the annual operating and capital budget of the Authority, and the levies to be paid by the Participating Municipalities;
- vii. Receive and approve the Financial Statements and Report of the Auditor for the preceding year;
- viii. Authorize the borrowing of funds on the promissory note of the Authority in accordance with subsection 3(5) of the *Act*;
- ix. Approve any proposed expropriation of land or disposition of land, subject to the requirements under the *Act*; and
- x. Hold hearings required for the purpose of reviewing permit applications.

d) Board Member Accountability

Board Members have the fiduciary duties and responsibilities of directors of a corporation.

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

Board Members are responsible for:

- a) Attending all meetings of the Authority;
- b) Understanding the purpose, function and responsibilities of the authority;
- c) Being familiar with the Authority's statutory and other legal obligations;
- d) With the administration, setting strategic direction for the Authority.

e) Applicable Legislation

In addition to the *Act*, the Board 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 Board Members and Staff

The Board of Directors relies on the General Manager to manage the operations of the organization, including all staff of the Authority. The General Manager is accountable to the Board of Directors, working cooperatively to achieve the goals established by the Authority.

The Board of Directors will ensure that a process exists for regular performance evaluations of the General Manager.

2. Officers

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

Chair

- Is a Board Member of the Authority;
- Presides at all meetings of the Board of Directors;
- Calls special meetings if necessary;
- Acts as a public spokesperson on behalf of the Board of Directors;
- Serves as signing officer for the Authority;
- Ensures relevant information and policies are brought to the Authority's attention;
- Keeps the Board of Directors 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 Board Member of the Authority;
- Attends all meetings of the Board of Directors;
- 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.

General Manager / Secretary-Treasurer

- Is an employee of the Authority;
- Fulfills the requirements of the Secretary-Treasurer as defined in the Act;
- Attends all meetings of the Board of Directors or designates an acting General Manager if not available;
- Works in close collaboration with the Chair and Vice-Chair and keeps them apprised of relevant information and significant issues in a timely fashion;
- Develops a strategic plan for approval by the Board of Directors 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;
- Attends all meetings of the Board of Directors;
- Is the custodian of the Corporate Seal;
- Serves as a signing officer for the Authority.

3. Maximum Term for Chair

The Chair of the Board of Directors shall not hold office for more than four (4) consecutive years.

4. Absence of Chair and Vice-Chair

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

5. Election of Chair and Vice-Chair

The election of the Chair and Vice-Chair shall be held held at the Annual Meeting in accordance with the Authority's Election Procedures (Appendix 3).

6. Appointment of Auditor

The Board of Directors shall appoint an auditor for the coming year at the Annual Meeting.

7. Appointment of Financial Institution

The Board of Directors shall by resolution from time to time appoint a financial institution to act as the Authority's banker.

8. Financial Statements and Report of the Auditor

The Board of Directors shall receive and approve the Audited Financial Statements and Report of the Auditor for the previous year by March 31 of each year.

9. Borrowing Resolution

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

10. Signing Officers

All deeds, transfers, assignments, contracts, and obligations entered into by the Authority shall be signed by the signing officers of the Authority. Signing officers will be appointed each year by resolution at the Annual Meeting.

Signing Officers will include the Chair, Vice-Chair, General Manager and the Manager of Finance.

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

11. Advisory Boards and Other Committees

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 Board of Directors 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 Board of Directors, presenting any recommendations made by the advisory board or committee.

12. Remuneration of Board Members

The Authority shall establish a per-diem rate from time to time to be paid to Board Members for attendance at Board of Directors meetings and advisory board or committee

meetings, and at such other business functions as may be from time to time requested by the Chair, through the General Manager.

There shall be an honorarium for the Chair as compensation for their additional responsibilities. A single per-diem shall be paid for attendance at more than one meeting if they occur consecutively on the same day.

Board Members may be reimbursed for reasonable expenses incurred to attend Authority meetings and functions on behalf of the Authority at the current RRCA approved rate.

13. 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 Board Members as applicable;
- iv. Workplace Health and Safety documents including workplace inspections, workplace accidents, investigations, etc.;
- v. Electronic Communications including electronic mail
- 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 Board of Directors from time-to-time.

14. 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 Board of Directors shall designate the Chair to act as head of the Authority for the purposes of MFIPPA.

15. By-law Review

The Board may from time to time amend this By-law to remain current with the law and best practices.

16. Enforcement of By-laws and Policies

The Board Members shall respect and adhere to all applicable by-laws and policies. Upon receipt of a complaint, the Authority shall 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:

- i. An investigation regarding the alleged breach;
- ii. An opportunity for the affected Board Member to respond to the allegation;
- iii. Communicating the findings of the investigation and the affected Board Member's response to the Board of Directors in a closed meeting;
- iv. Notifying the appointment municipality of the outcome of the investigation.

17. Indemnification of Board Members, Officers and Staff

The Authority undertakes and agrees to indemnify and save harmless its Board Members, Officers and Staff and their heirs and legal representatives, respectively, from and against all costs, charges and expenses, including all amounts paid to settle an action or satisfy any judgement, reasonably incurred by any such Board Member, Officer or Staff in respect of any civil, criminal or administrative action or proceeding to which any such Board Member, Officer or Staff is made a party by reason of being a Board Member, Officer or Staff 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 Board Member, Officer or Staff acted honestly, in good faith with a view to the best interests of the Authority and within the scope of such Board Member's, Officer's or Staff'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 Board Member, Officer or Staff had reasonable grounds for believing that the conduct was lawful.

C. Meeting Procedures

The meeting procedures below governing the procedure of the Board of Directors shall be observed in advisory board and committee meetings, as far as they are 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 Robert's Rules of Order shall be binding.

2. Notice of Meeting

The Board of Directors shall approve a schedule for regular meetings in advance. The General Manager shall send Notice of regular meetings to all Board Members at least five (5) calendar days in advance of a meeting. Notice of all regular or special meetings of the Board of Directors shall be made available to the public as soon as possible after its delivery to Board of Directors.

Notice of any meeting shall indicate the time and place of that meeting and the agenda for the meeting.

All material and correspondence to be dealt with by the Board of Directors at a meeting will be submitted to the General Manager at least ten (10) calendar days in advance of the meeting where it is to be dealt with if it is to be included in the published agenda, or at least four (4) calendar days if it is to be introduced at the meeting.

The chair may, at their pleasure, call a special meeting of the Authority as necessary with at least five (5) calendar days notice in writing or electronic mail. That notice shall state the business of the special meeting and only that business shall be considered at that special meeting. Any Board Member, with 50% support of the other Board Members, may also request the Chair to call a meeting of the Authority and the Chair will not refuse.

The Chair or the General Manager may, by notice in writing or electronic mail delivered to the Board Members so as to be received by them at least 12 hours before the hour appointed for the meeting, postpone or cancel any meeting of an advisory board or committee until the next scheduled date for the specific advisory board or committee affected.

The Chair or the General Manager may, if it appears that a storm or like occurrence will prevent the Board Members from attending a meeting, postpone that meeting by advising as many Board 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 shall be open to the public, except as specified below.

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.

4. Agenda for Board of Directors Meetings

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

- Call to Order
- Approval of Agenda
- Declaration of Conflict of Interest
- Delegations / Presentations
- Approval of Minutes
- Business Arising from the Minutes
- New Business
- Financial Reports
- Future Meetings
- Closed Session
- 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 Board Members at least five (5) 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 Board of Directors, a quorum consists of one-half of the Board Members. At any advisory board or committee meeting, a quorum consists of one-half of the Members of the advisory board or committee.

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

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

Where the number of Board 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 Board Members are not of sufficient number to constitute a quorum, the remaining number of Board Members shall be deemed to constitute a quorum, provided such number is not less than two.

6. Board Members' Attendance

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

A Board Member who has been absent for three (3) consecutive Board of Directors meetings and who has not provided notice of their absence to the Chair or General Manager shall be deemed to have resigned.

Upon a vacancy due to death, incapacity or resignation of a Board Member, the municipality that was represented by that Board Member may appoint a replacement.

If a Board Member is unable to attend any meeting and wishes to bring any additional information or opinion pertaining to an agenda item to the Board of Directors, the Board Member shall address in writing or electronic mail to the Chair or General Manager such correspondence prior to the start of the meeting. The correspondence shall be read aloud by the Chair.

7. Delegations

Any person or organization who wishes to address the Board of Directors may make a request in writing or electronic mail to the General Manager. The request should include a brief statement of the issue or matter involved and indicate the name of the proposed speaker(s). If such request is received 14 calendar days in advance of a scheduled meeting, the General Manager may list the delegation on the published agenda.

Any person or organization requesting an opportunity to address the Board of Directors, but not having made a written request to do so in the timelines specified above, may appear before the meeting if approved by two thirds of Board Members present, or may be listed on the published agenda for the following meeting.

Except by leave of the Chair, delegations shall be limited to one (1) speaker for not more than ten (10) minutes.

Speakers will be requested not to repeat what has been said by previous speakers at the meeting. A returning delegation will only be allowed to speak again if new, relevant information has become available since their previous presentation. The Chair may choose to end a returning delegation's presentation if, in the opinion of the Chair, the new information being presented is not relevant to a decision facing the Board of Directors.

8. Annual Meeting

The first meeting of the Board of Directors each year shall be designated as the annual meeting and shall include the following items on the agenda, in addition to the normal course of business:

- i. Election of Chair and Vice-Chair
- ii. Appointment of the auditor for the upcoming year
- iii. Appointment of Signing Officers

9. Meetings with Closed “In Camera” Sessions

Every meeting of the Board of Directors, advisory boards and committees, if applicable, shall be open to the public, subject to the exceptions set out below.

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 matters about an identifiable individual, including staff of the Authority;
- c) A proposed or pending acquisition or disposition of land by the Authority;
- d) Labour relations or staff negotiations;
- e) Litigation or potential litigation, including matters before administrative tribunals (e.g. Local Planning Appeal Tribunal), affecting the Authority;
- f) Advice that is subject to solicitor-client privilege;
- g) A matter in respect of which the Board of Directors, advisory board or committee may hold a closed meeting under another act;
- h) Information explicitly supplied in confidence to the Authority by Canada, a province or territory or a Crown agency of any of them;
- i) A trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the Authority, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
- j) A trade secret or scientific, technical, commercial or financial information that belongs to the Authority and has monetary value or potential monetary value; or
- k) 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.

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.

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

The Board of Directors shall not vote during a meeting that is closed to the public, unless:

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

Any materials presented to the Board of Directors during a closed meeting shall be returned to the General Manager prior to departing from the meeting and shall be treated in accordance with the Authority's procedures for handling confidential material.

A meeting may also be closed to the public if:

- a) the meeting is held for the purpose of educating or training the Board Members, and
- b) at the meeting, no Board Member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Authority, Board of Directors, advisory board or committee.

10. Voting

Each Member including the Chair is entitled to one vote.

A majority vote of the Board 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.

Interrelated motions shall be voted on in the order specified in Robert's Rules of Order.

Unless a Board 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.

If a Board Member present at a meeting at the time of the vote requests immediately before or after the taking of the vote that the vote be recorded, each Board Member present taken by alphabetical surname with the Chair voting last, except a Board Member who is disqualified from voting by any Act, shall announce his or her vote openly answering "yes" or "no" to the question, and the General Manager shall record each vote.

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

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

Except as provided in Appendix 3 (Procedure for Election of Officers), no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

11. Notice of Motion

Written notice of motion may be given to the General Manager by any Board Member of the Authority not less than seven (7) business days prior to the date and time of the meeting and shall be forthwith placed on the agenda of the next meeting. The General

Manager shall include such notice of motion in full in the agenda for the meeting concerned.

Recommendations included in reports of advisory boards or committees that have been included in an agenda for a meeting of the Board of shall constitute notice of motion for that meeting.

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

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

12. Motion to Reconsider

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

13. Duties of the Meeting Chair

It shall be the duty of the Chair 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 Board Members;
- c) Receive and submit to a vote all motions presented by the Board 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; and
- e) Adjourn the meeting when business is concluded.

14. Conduct of Board Members

Board 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 Board 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 Board 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 Board 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.

15. Polls

Polls of Board Members may be undertaken for items of business considered to be urgent or an emergency and where it is considered impractical to convene a special meeting. Such polls may be conducted via conferencing methods (e.g. teleconference) or individual notices (e.g. electronic survey methods).

16. Minutes of Meetings

The General Manager shall undertake to have a recording secretary in attendance at meetings of the Board of Directors and each advisory board or committee. The recording secretary shall make a record in the form of minutes of the meeting proceedings and in particular shall record all motions considered at the meeting.

If a recording secretary is not present in a closed session, the General Manager shall take notes of any direction provided, for endorsement by the Chair.

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

The General Manager or designate shall distribute draft minutes of the previous meeting available to each Board 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 and copies of all non-confidential minutes shall be posted on the Authority's website. Such minutes shall also be available for review by any member of the public at the Authority's administration centre or provided in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

D. Approval of By-Law

The following resolution was passed at the Raisin Region Conservation Authority meeting of September 20, 2018:

Resolution #56/18

Moved by Tammy Hart

Seconded by Ian McLeod

That the Governance & Administrative Policies and Meeting Procedures adopted February 19, 2015 be repealed;

That the Raisin Region Conservation Authority Board of Directors By-Law No.1 be passed; and

That By-Law No. 1 be posted on the Raisin Region Conservation Authority website.

CARRIED

E. Appendices to the Administrative By-law

Appendix 1 - Code of Conduct

1. Background

The Raisin Region Conservation Authority demands a high level of integrity and ethical conduct from its Board of Directors. This Code of Conduct helps to ensure that all Board Members share a common basis for acceptable conduct. It is a reference guide and a supplement to legislative parameters within which Board Members must operate.

2. General

All Board Members are expected to conduct themselves in a manner that reflects positively on the Authority.

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

It is expected that Board Members adhere to this code of conduct, and at a minimum:

- i. uphold the mandate, vision and mission of the Authority;
- ii. consider the Authority's jurisdiction in its entirety, including their appointing municipality;
- iii. respect confidentiality;
- iv. approach all Authority issues with an open mind, with consideration for the organization as a whole;
- v. respect the democratic process and respect decisions of the Board of Directors
- vi. declare any direct or indirect pecuniary interest or conflict of interest when one exists or may exist; and
- vii. conduct oneself in a manner which reflects respect and professional courtesy and does not use offensive language in or against the Authority or against any Board Member, staff or member of the public.

3. Gifts and Benefits

Board 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 Board Members shall be governed at all times by the provisions of the *Municipal Freedom and Information and Protection of Privacy Act* (MFIPPA).

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

Board 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.

Board 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 Board Member vacates their position on the Board of Directors they will continue to be bound by MFIPPA requirements and shall continue to treat as confidential all confidential information received during the course of their duties..

5. Use of Authority Property

No Board Member shall use for personal purposes any Authority property, equipment, supplies, or services other than for purposes connected with the discharge of their duties as Board Members.

6. Work of a Political Nature

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

7. Conduct at Meetings

Board Members shall conduct themselves with decorum during Authority meetings and when representing the Authority at external meetings and events. Respect for delegations, fellow Board Members and for staff requires that all Board Members show courtesy and not distract from the business of the Authority during presentations and when others have the floor.

8. Influence on Staff

Board 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 Board 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.

10. Encouragement of Respect for the Authority and its Regulations

Board 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 Board Member, staff or any member of the public is misconduct. Board Members shall follow the Authority's Workplace Violence and 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

Any breach, or alleged breach, of the Code of Conduct shall be investigated in accordance with the Enforcement of By-laws and Policies procedure (Section B.16) outlined in the Authority's Administrative By-law.

Appendix 2 - Conflict of Interest

1. Municipal Conflict of Interest Act

The Authority Board Members commit themselves and the Authority to ethical, businesslike, and lawful conduct. The Authority is bound by the *Municipal Conflict of Interest Act*. Board Members should review the *Act* on a regular basis.

2. Disclosure of Pecuniary Interest

Where a Board 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 material contract or material transaction of the Authority and is present at a meeting of the Authority, advisory board or committee at which the matter is the subject of consideration, the Board 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 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 Board 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 Board 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. Board Member Absent

Where the interest of a Board Member has not been disclosed by reason of their absence from the particular meeting, the Board Member shall disclose their interest and otherwise comply at the first meeting of the Authority, 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 made by Board Members and whether the Board Member withdrew from the discussion of the matter. Such record shall appear in the minutes/notes of the meeting.

7. Breach of Conflict of Interest Policy

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 (Section B.16) outlined in the Authority's Administrative By-law.

Appendix 3 - Procedure for Election of Officers

1. Voting

Voting shall be by secret ballot and no Board Members may vote by proxy.

2. Acting Chair

The Board of Directors 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 Board Members or staff of the Authority, to act as scrutineers. A Board 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 Board 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 Board Member of the Authority
 - ii. Election of the Vice-Chair, who shall be a Board Member of the Authority.
- b) The Acting Chair shall ask for nominations to each position;
- c) Only current Board 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 Board Member nominated shall be asked to accept the nomination. The Board Member must be present to accept the nomination unless the Board Member has advised the General Manager in writing or by electronic mail 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 Board Members by the scrutineers for the purpose of election and the Acting Chair shall ask the Board 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.