By-Law 2018-1
Central Lake Ontario Conservation Authority
Administrative and Meeting Procedural By-Law

Central
Lake Ontario
Conservation

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1. Introduction

Central Lake Ontario Conservation Authority is a non-share corporation, established under the *Conservation Authorities Act (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 Region of Durham.

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.

The powers of a conservation authority to accomplish its objects are set out in the Act, including those identified under subsection 21(1)

Powers of Authorities

Section 21 (1) of the Act provides 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.

CLOCA's Vision:

Healthy watersheds for today and tomorrow

CLOCA's Mission

Advancing watershed health through engagement, science and conservation.

2. Definitions

"Authority" means the Central Lake Ontario Conservation Authority

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

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

"Chief Administrative Officer" means the Chief Administrative Officer/Secretary-Treasurer of the Authority.

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

"General Membership" means all of the Members, collectively. The General Membership is also the Board of Directors of the Corporation.

"**Majority**" means half of the votes plus one.

"**Members**" shall mean the members appointed to the Authority by the Region of Durham on the recommendations of the area municipality. Members of the Authority are also the Directors of the Corporation.

"**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 Director of Development Services..

"**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.

"**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.

3. Governance

3.1 Members

Appointments

Membership of the Central Lake Ontario Conservation Authority includes seven municipalities: Town of Ajax, Municipality of Clarington, City of Oshawa, City of Pickering, Township of Scugog, Township of Uxbridge, Town of Whitby.

The Central Lake Ontario Conservation Authority Board of Directors comprises all Members appointed by the Regional Municipality of Durham, in accordance with the Conservation Authorities Act.

Appointed Members must reside in the Region of Durham

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

On October 4, 2006, the Region of Durham adopted the following policy "that only elected officials be appointed to Conservation Authorities and further only members of Regional Council be appointed unless the municipalities have insufficient Regional Council representation they shall be permitted to appoint a local councillor or appoint a citizen representative to the Conservation Authority.

a) Term of Member Appointments

In accordance with the Act, a Member shall be appointed for a term of up to four years at the discretion of the Durham Regional 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 CAO 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 the Region of Durham at their discretion prior to the end of their term.

b) 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 Section 21(1) and Section 28 of 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 Section 1 above, 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;
iii. evaluating the Chief Administrative Office;
iv. terminating the services of the Chief Administrative Officer;
v. approving establishing and implementing regulations, policies and programs;
vi. awarding contracts or agreements where the approval of the Authority is required under the Authority's purchasing policy.

vii. 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,
   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.
viii. approving by resolution, any new capital project of the Authority;
ix. approving by resolution, the method of financing any new capital projects;
x. approving details on budget allocations on any new or existing capital projects;
xi. approving of the total budget for the ensuing year, and approving the levies to be paid by the Participating Municipalities;
xii. receiving and approving the Financial Statements and Report of the Auditor for the preceding year;
xiii. authorizing the borrowing of funds on the promissory note of the Authority in accordance with subsection 3(5) of the Act;
xiv. approving by resolution, any proposed expropriation of land or disposition of land, subject to the requirements under the Act;
xv. approving permits or refusing permission as may be required under any regulations made under Section 28 of the Act: including the delegation of this responsibility to Authority enforcement staff;
xvi. 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.

c) Member Accountability

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

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

Members are responsible for:
i. attending all meetings of the Authority;
ii. understanding the purpose, function and responsibilities of the authority;
iii. being familiar with the Authority's statutory and other legal obligations;
iv. setting the strategic direction for the Authority.

d) 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.

e) 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 following guidelines should be followed:

- If a Member has questions on a project or report, such questions should be referred through the CAO for him/her to invite the appropriate staff to explain the project and answer questions.
- If a Member would like to volunteer to assist in a project, such action should be taken in consultation with the CAO to organize the process.
- If a Member receives a complaint about a staff person or would like to acknowledge a staff person, such information should go through the CAO.
- If a Member receives a complaint from a staff person, such information should go through the CAO.

3.2 Officers

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

a) Chair

- Is a Member of the Authority;
- Presides at all meetings of the General Membership ;
- 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.
- Assists CAO in preparing agenda for Board meetings where required;
- Represents the Authority at Conservation Ontario Council meetings.

b) Vice-Chair(s)

- Is/are a Member(s) of the Authority;
- Attends at 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.

c) 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 stakeholders, including Participating Municipalities, federal and provincial government ministries/agencies, indigenous communities, other conservation authorities, Conservation Ontario and community groups and associations;
- Makes recommendations to the Board regarding suggested policy changes;
- Acts as spokesperson for the Authority in the absence of the Chair and Vice Chair;
- Represents the Authority at Conservation Ontario Council meetings;
- Assessing staffing requirements;
- Recruiting, hiring and dismissing staff;
- Providing staff direction;
- Approving staff evaluations;
- Implementing approved salary schedule and salary plan by setting individual salaries;
- Designing the organizational structure;
- Setting of human resource and personnel policies, which have no dollar impact on the budget;
- Serves as a signing officer for the Authority.

3.3 Absence of Chair and Vice-Chair(s)

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

3.4 Election of Chair and Vice-Chairs

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

3.5 Appointment of Auditor

The General Membership shall appoint an auditor for the coming year in accordance with Section 38 of the Act. Subject to satisfactory performance and reasonable fees, the Authority will annually appoint the same auditor.

3.6 Appointment of Financial Institution

The General Membership shall appoint a financial institution to act as the Authority's banker by Resolution at the Annual Meeting. Subject to satisfactory performance and reasonable fees, the Authority will annually appoint the same banker.

3.7 Appointment of Solicitor

The General Membership shall appoint a solicitor(s) to act as the Authority's legal counsel by Resolution at the Annual Meeting. Subject to satisfactory performance and reasonable fees, the Authority will annually appoint the same solicitor.

3.8 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 four months following year-end.

The Authority shall forward copies of the Audited Financial Statements and Report of the Auditor to the Region of Durham 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.

3.9 Borrowing Resolution

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.

3.10 Signing Officers

Any two of the following officers are designated and empowered to sign contracts, agreements and other documents on behalf of the Authority:

- Chair
- Vice-Chair
- CAO
- Director of Corporate Services

All deeds, transfers, assignments, contracts, and obligations entered into by the Authority must be signed by the signing officers of the Authority and these signing officers are empowered to sign such documents as are necessary for works approved by the Authority.

3.11 Remuneration of Members

The Authority shall establish a per diem rate from time to time and this rate will apply to the Chair, Vice-Chair and Members for service to the Authority in attendance at Authority Board of Director meetings, and at such other business functions as may be from time to time requested by the Chair, through the Chief Administrative Officer. A per diem will be paid for each separate meeting attended. The Authority will reimburse Members' travel expenses incurred for attending meetings and/or functions on behalf of the Authority.

3.12 Revocation

Upon approval of this by-law, all other such previous administrative policies and procedures shall be revoked.

3.13 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 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.

3.14 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).

3.15 By-law Review

In accordance with the Act, this By-law shall be reviewed by the Authority to ensure it is in compliance with the Act and any other relevant law. The General Membership shall review the By-laws at a minimum of every five years to ensure best management practices in governance are being followed

3.16 By-law Available to Public

In accordance with the Act, the Authority shall make the By-law available to the public, including written and alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act,* if requested by a member of the public.

3.17 Enforcement of By-laws and Policies

The Members shall respect and adhere to all applicable By-law and policies (for example, the Code of Conduct and Conflict of Interest). The Authority may take reasonable measures to enforce its By-law and policies, including the enforcement mechanisms under the Municipal Conflict of Interest Act. The procedure for enforcement shall be as follows:
Complainants (which includes any Board Member, CLOCA staff member, or any other member of the general public) may use two different complaint procedures to indicate concerns regarding perceived breaches of the By-law, policies and Code of Conduct: a) Informal Complaint Procedure b) Formal Complaint Procedure

a) The Informal Complaint Procedure will provide an opportunity to immediately identify and address behaviours and activities which are considered to be in contravention of the Policies. The Complainant shall:
   i) Advise the Board Member that his/her behaviour or activity contravenes the Policies. This may or may not be in writing;
   ii) Request that the Board Member immediately discontinue the prohibited behaviour or activity;
   iii) Keep a written record of the incident including date, time, location, other persons present and any other relevant information;
   iv) If applicable, advise the Board Member of his/her satisfaction or dissatisfaction with the response;
   v) In the event of a dissatisfactory or no response, consider the need to pursue the matter in accordance with the formal complaint procedure.

Board Members are encouraged to initially pursue the informal complaint procedure as a means of stopping and remedying a behaviour or activity contrary to the Policies. However, it is not a precondition or a prerequisite that the informal complaint procedure be initiated or completed

prior to pursuing the formal complaint procedure as described in the Formal Complaint Procedure option.

b) The Formal Complaint Procedure shall be as follows:
   i) A dated signed written complaint detailing the relevant particulars shall be submitted to the Chief Administrative Officer or designate;
   ii) Upon receipt of the complaint, the Chief Administrative Officer shall prepare an information package that shall include the following:
   - The Complaint;
   - A copy of the Policies that are relevant;
   - Such other information or documentation that the Chief Administrative Officer deems relevant.
   iii) The Chief Administrative Officer shall retain the services of an Integrity Commissioner who, subject to reasonable fees, shall be the same Integrity Commissioner that is retained by the Region of Durham. The Integrity Commissioner will assess and investigate where appropriate the complaint respecting an alleged breach of the Code of Conduct. The Integrity Commissioner shall make recommendation(s) in accordance with the *Municipal Act, 2001*.
   iv) The Board of Directors shall receive the report and recommendations from the Integrity Commissioner and may determine the appropriate action(s) to be taken, if any. Following such determination by the Board of Directors the appointing municipality shall be notified of such determination.

3.18 Indemnification of Members, Officers and Employees

The Authority shall maintain a liability insurance policy for Directors and Officers.

4. Meeting Procedures

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

4.2 Notice of Meeting

The General Membership shall approve an annual schedule for regular meetings. The CAO, or alternate, shall send Notice of regular meetings to all Members at least five calendar days in advance of a meeting.

The Chair shall call regular meetings of the Authority. Notice of regular meetings will be sent out from the Authority office at least five calendar days prior to the meeting date.

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 Authority at a meeting will be submitted to the CAO at least seven (7) days in advance of the meeting in question.

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

The Chair may call a special meeting of the Authority on three days written notice. That notice shall state the business of the special meeting and only that business shall be considered unless permission is granted by two-thirds of the Members present.

With the exception of any municipal planning, or regulation matter that requires an immediate decision of the Board of Directors, all matters will be dealt with “in person” at a Board of Directors meeting. For those planning and regulation matters requiring immediate attention, the Chair may call a meeting of the Board of Directors via telephone conference or other conferencing technology. Such a telephone conference meeting must have 2/3 of the Directors participating and voting will be as outlined under the Vote Section of this Procedure. Normally confidential matters will not be handled by teleconference.

Any Member of the Board of Directors, with 50% support of the other Members, may request the Chair to call a meeting of the Board and the Chair will not refuse.

A meeting that has been interrupted through the loss of a quorum may be reconvened without notice provided that the meeting is reconvened on the same day.

The Chair or the CAO may, by notice in writing or email, deliver to the Members so as to be received by them at least 12 hours before the hour appointed for the meeting, postpone or cancel any meeting until the next scheduled date.

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.

4.3 Meetings Open to Public

All meetings of the General Membership shall be open to the public.

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

4.4 Agenda for Meetings

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

1) Declarations
2) Adoption of Minutes of Previous Meeting
3) Correspondence
4) Presentation of written reports (where applicable)
5) Verbal Reports (where applicable)
6) Confidential Matters
7) New and Unfinished Business
8) Adjournment

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

Agendas for meetings shall be forwarded to all Members at least five 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.

4.5 Quorum

At any meeting of the General Membership, a quorum consists of one-half of the Members appointed by the Region of Durham

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 Members present and absent.

If during an Authority 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. Alternatively, the Chair may allow agenda items including delegations present to be covered and presented and issues discussed, but no formal decisions may be taken by the remaining Members which do not constitute a quorum.

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

4.6 Order of Business

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

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

4.7 Meeting Discussion/Debate

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

a) A Member shall be recognized by the Chair prior to speaking;
b) Where two or more Members rise to speak, the Chair shall designate the Member who has the floor, who shall be the Member who in the opinion of the Chair was first recognized;
c) All questions and points of discussion shall be directed through the Chair;
d) Where a motion is presented, it shall be moved and seconded before debate;
e) No Member shall speak more than once to the same question without leave from the Chair, except in explanation of a material part of the speech;
f) No Member shall speak more than ten minutes without leave of the Chair;
g) Any Member may ask a question of the previous speaker through the Chair;
h) The Member who has presented a motion, other than a motion to amend or dispose of a motion, may speak again to the motion immediately before the Chair puts the motion to a vote;
i) When a motion is under debate, no motion shall be received other than a motion to amend, to defer action, to refer the question, to take a vote, to adjourn, or to extend the hour of closing the proceedings;
j) When a motion is under consideration, only one amendment is permitted at a time;
k) Where there is an amendment to a motion, the amendment shall be voted on prior to the main motion.

4.8 Matters of Precedence

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

a) a point of order;
b) matter of privilege;
c) a matter of clarification;
d) a motion to suspend a rule of procedure or to request compliance with the rules of procedure;
e) a motion that the question be put to a vote;
f) a motion to adjourn.

4.9 Members' Attendance

The Authority shall provide a listing of Members' attendance at scheduled meetings of the Authority to the Region of Durham at least annually. Members' attendance will be recorded at all meetings. A member will be recorded as absent if not in attendance.

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

If a Member is unable to attend any meeting and wishes to bring any additional information or opinion pertaining to an agenda item to the General Membership, the Member shall address in

writing or email to the Chair or CAO such correspondence prior to the start of the meeting. The correspondence shall be read aloud by the CAO without comment or explanations.

4.11 Delegations

Any person or organization who wishes to address the Authority may make a request in writing or email to the CAO. 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 five days in advance of a scheduled meeting, the delegation shall be listed on the published agenda.

Any person or organization requesting an opportunity to address the Authority but not having made a written request to do so in the timelines specified above, may appear before a meeting of the Authority but will be heard only if approved by a majority of the Members of the meeting.

Any person or organization wishing to address the Board on an item that appears on the agenda must provide written notice to the attention of the CAO, 24 hours prior to the meeting. The request should comprise of a brief statement of the issue or matter involved and indicate the name of the speaker, contact information, including municipal address.

Except by leave of the Chair or appeal by the leave of the meeting, delegations shall be limited to one (1) speaker for not more than ten 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 General Membership.

4.12 Annual Meeting

The Authority shall designate one meeting of the General Membership each year as the annual meeting and shall include the following items on the agenda, in addition to the normal course of business the election of a Chair and Vice Chair, and annual appointment of the solicitor(s), and banker.

4.13 Meetings with Closed "In Camera" Sessions

Every meeting of the General Membership shall be open to the public as per Section 15(3) of the Act, 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 employees of the Authority;
c) a proposed or pending acquisition or disposition of land by the Authority;
d) labour relations or employee negotiations;
e) litigation or potential litigation, including matters before administrative tribunals (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 General Membership 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 Members shall state by resolution during the open session of the meeting that there will be a meeting closed to the public and the general nature of the matter to be considered at the closed meeting. Once matters have been dealt with in a closed meeting, the General Membership shall reconvene in an open session.

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

a) the meeting meets the criteria outlined in this by-law to be closed to the public; and,

b) the vote is for a procedural matter or for giving directions or instructions to Officers, employees or agents of Authority.

Any materials presented to the General Membership during a closed meeting shall be returned to the CAO prior to departing from the meeting.

Minutes shall be kept of closed in-camera sessions describing decisions made and/or direction or instruction given to officers, employees or agents.

A meeting of the Authority may also be closed to the public if:

a) the meeting is held for the purpose of educating or training the Members, and

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

4.14 Voting

In accordance with Section 16 of the Conservation Authorities Act:

a) each Member is entitled to one vote, and

b) a majority vote of the Members present at any meeting is required upon all matters coming before the meeting.

If any Member abstains from voting, they shall be deemed to have voted neither in favour nor opposed to the question.

On a tie vote, the motion is lost, and the Chair, if a member of the assembly, may vote to make it a tie unless the vote is by ballot. The Chair cannot however vote twice, first to make a tie and then give the casting vote.

Interrelated motions shall be voted on in the following order:

a) motions to refer the matter, and

b) if no motion under clause (a) is carried, the order for voting on the remaining motions shall be:

   i) amending motion

ii) the original motion

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

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

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

A vote on any planning or regulation matter dealt with through a telephone conference meeting shall be a recorded vote.

Except as provided for in the Election of Chair and Vice-Chair, no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

4.15 Notice of Motion

Written notice of motion to be made at an Authority meeting may be given to the CAO by any Member of the Authority not less than seven business days prior to the date and time of the meeting and shall be forthwith placed on the agenda of the next meeting. The CAO shall include such notice of motion in full in the agenda for the meeting concerned.

Recommendations included in staff reports that have been included in an agenda for a meeting of the General Membership shall constitute notice of motion for that meeting.

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

4.16 Motion to Reconsider

If a motion is made to reconsider a previous motion, a 2/3 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.

4.17 Duties of the Meeting Chair

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

a) Preserve order and decide all questions of order, subject to appeal; and without argument or comment, state the rule applicable to any point of order if called upon to do so;
b) Ensure that the public in attendance does not in any way interfere or disrupt the proceedings of the Members;
c) Receive and submit to a vote all motions presented by the Members, which do not contravene the rules of order or regulations of the Authority;
d) Announce the results of the vote on any motions so presented;

e) Adjourn the meeting when business is concluded.

4.18 Conduct of Members

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

No Member at any meeting of the Authority shall:

a) Speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, citizenship, creed, gender, sexual orientation, age, colour, marital status, family status or disability;
b) Leave their seat or make any noise or disturbance while a vote is being taken or until the result is declared;
c) Interrupt a Member while speaking, except to raise a point of order or a question of privilege;
d) Speak disrespectfully or use offensive words against the Authority, the Members, staff, or any member of the public;
e) Speak beyond the question(s) under debate;
f) Resist the rules of order or disobey the decision of the Chair on the questions, order, or practices or upon the interpretation of the By-laws.

4.19 Minutes of Meetings

The CAO shall undertake to have a recording secretary in attendance at meetings of the Authority. 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 CAO shall take notes of any direction provided, for endorsement by the Chair and Vice-Chair.

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

The CAO or designate shall include draft minutes of the previous meeting available to each member of the Authority at the same time as agendas for the next meeting are distributed.

After the minutes have been approved by resolution, original copies shall be signed by the CAO and Chair 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.

The Authority will distribute minutes of Board of Directors meetings to Members and member municipalities within fourteen (14) days following a meeting.

5. Approval of By-law

That Administrative Policies and Meeting Procedures dated April 16, 2013 be repealed and replaced with By-law Number 2018-1.

By-law Number 2018-1 shall come into force on the _____ day of _____, 20____

Signed:

_____
Chair

_____
Chief Administrative Officer

6. Appendices to the Administrative By-law

Appendix 1 - Code of Conduct

Background

The Central Lake Ontario 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 that 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.

General

All Members 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;
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 that reflects respect and professional courtesy and does not use offensive language in or against the Authority or against any Member or any Authority staff.

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.

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, 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 that 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. Sources of complaints where the identity of the complainant is given in confidence;
v. Items under negotiation;
vi. Schedules of prices in tenders or requests for proposals;
vii. Appraised or estimated values with respect to the Authority's proposed property acquisitions or dispositions;
viii. Information deemed to be "personal information" under MFIPPA.

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

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.

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.

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.

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.

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, except in compliance with the terms of the Municipal Conflict of Interest Act.

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.

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.

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 of the Authority allege that another Member has breached the Code of Conduct, 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 Code of Conduct, the said breach shall be communicated the Vice-Chair, with a copy to the CAO, in writing.

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

Municipal Conflict of Interest Act

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

Disclosure of Pecuniary Interest

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

a) shall, prior to any consideration of the matter at the meeting, disclose the pecuniary interest and the general nature thereof;

b) shall not take part in the discussion of, or vote on any question in respect of the matter; and,

c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question.

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.

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.

Member Absent

Where the interest of a Member has not been disclosed by reason of their absence from the particular meeting, the Member shall disclose their interest and otherwise comply at the first meeting of the Authority attended by them after the particular meeting.

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.

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 of the General Membership allege that another Member has breached the Code of Conduct, 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.

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

Appendix 3 - Procedure for Election of Officers

Chair for Election of Officers

An individual other than a Member of Central Lake Ontario Conservation will assume the position of Chair for the purpose of Election of Officers. The CAO, or designate, assumes this position.

Appointment of Scrutineers

The appointment of scrutineers is required for counting ballots should an election be required. All ballots will be destroyed by the scrutineers afterwards. The appointment of scrutineers requires a mover and seconder by Members of the Authority.

Election of Officers

The CAO or designate advises that the election will be conducted as follows:

- only current members of the Authority may vote;
- nominations will be called three (3) times and will only require a mover;
- the closing of nominations will require both a mover and a seconder;
- each member nominated will be required to accept the nomination. The member must be present to accept the nomination or an affidavit of acceptance, signed by the member nominated, must be provided to the CAO to indicate acceptance of the nomination.
- in the event of an election, each nominee will be permitted not more than three (3) minutes to speak for the office, in the order of the alphabetical listing of his or her surnames;
- upon the acceptance by nominees for the position of office, ballots will be distributed to the Members for the purpose of election;
- a Member's choice for a nominee will be written on the ballot and the appointed scrutineers for the counting of the ballots will collect the ballots.

A majority vote will 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 will be removed from further consideration for the office and new ballots will 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 will 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 CAO or designate.

7. Common Motions

7.1 Motion to Adjourn

- A Motion to Adjourn:
  a) is always in order except as provided by this policy;
  b) is not debatable;
  c) is not amendable;
  d) is not in order when a member is speaking or during the verification of the vote;
  e) is not in order immediately following the affirmative resolution of a motion to close debate; and,
  f) when resulting in the negative, cannot be made again until after some intermediate proceedings have been completed by the Authority.
- A motion to adjourn without qualification, if carried, brings a meeting or a session of the Authority to an end.
- A motion to adjourn to a specific time, or to reconvene upon the happening of a specified event, suspends a meeting of the Authority to continue at such time.

7.2 Motion to Recess

- A motion to amend recess when other business is before the meeting:
  a) shall specify the length of time of the recess;
  b) shall not be debatable and shall only be amendable with respect to the length of the recess;
  c) shall not have a motion to reconsider applied to it; and,
  d) a motion to recess at a future time shall have no privilege and shall be treated as a main motion.

7.3 Point of Privilege

- When a Member considers that his integrity or the integrity of the Authority has been impugned, the Member may, as a matter of personal privilege and with the leave of the Chair, draw the attention of the Authority to the matter by way of a point of personal privilege. When a point of personal privilege is raised, it shall be considered and decided by the Chair immediately. The decision of the Chair on a point of privilege may be appealed to the Authority.

7.4 Motion to Appeal

- A motion to appeal from the decision of the Chair:
  a) Shall be made only at the time the ruling is made by the Chair on a point of order;
  b) Shall not be debated, amended or reconsidered; and,
  c) Shall yield to a privileged motion and a motion to lie on the table.

7.5 Point of Order

- The Chair shall decide points of order. When a Member wishes to raise a point of order, the Member shall ask leave of the Chair and after leave is granted, the Member shall state the point of order to the Chair, after which the Chair shall decide on the point or order. Thereafter, the Member shall only address the Chair for the purpose of appealing the decision to the Authority. If the Member does not appeal, the decision of the Chair shall be final. If the Member appeals to the Authority, the Authority shall decide the question without debate and the decision shall be final.

7.6 Motion to Withdraw

- A request to withdraw a motion:
  a) shall only be made by the mover of the motion;
  b) may be made without the consent of the seconder of the motion;
  c) shall be in order anytime during debate; and,
  d) if a member objects to the withdrawal of a motion, withdrawal motion may be entertained and becomes a main motion, is debatable, requires a seconder and a majority vote. If no member objects to the withdrawal of the motion, the motion shall be considered withdrawn without the necessity of a seconder and a vote.

7.7 Motion to Suspend the Rules (Waive the Rules)

- A motion to suspend the rules:
  a) is not debatable;
  b) is not amendable; and
  c) requires a 2/3 majority to carry;
  d) takes precedence over any motion if it is for a purpose connected with that motion and yields to a motion to table.

7.8 Motion to Table/Take from the Table

- A motion to table:
  a) is not debatable;
  b) is not amendable.
- A motion to table a matter with some condition, opinion or qualification added to the motion shall be deemed to be a motion to postpone.
- The matter tabled shall not be considered again by the Authority until a motion has been made to take up the tabled matter at the same time or subsequent meeting of the Authority.
- A motion to take up a tabled matter is not subject to debate or amendment.
- A motion that has been tabled at a previous meeting of the Authority cannot be lifted off the table unless notice thereof is given in accordance with the Notice of Motion section of this policy.
- A motion that has been tabled and not taken from the table for six (6) months shall be deemed to be withdrawn and cannot be taken from the table.

7.9 Motion to Close Debate (Previous Question)

- A motion to close debate:
  a) is not debatable;
  b) is not amendable;
  c) cannot be moved with respect to the main motion when there is an amendment under consideration;
  d) should be moved by a member who has not already debated the question;
  e) can only be moved in the following words: “I move to close debate”
  f) requires a two-thirds (2/3) majority of Members present for passage; and,
  g) when resolved in the affirmative, the question is to be put forward without debate or amendment.