

**Full Authority**  
**17 September 2020**  
**Agenda Item: 9**

**CVCA By-Law Amendment**

**Background**

The CVCA Board has approved its By-Law in 2018. Due to the COVID situation, an amendment is required in the by-law to allow for electronic meetings to occur. A Ministerial Directive was issued in the spring to ensure Conservation Authorities were compliant and allowed public access to Board meetings during a Provincial emergency. As the members are aware, by cancelling 2 successive Board meetings, we circumvented the necessity to amend the by-law with the Minister's Directive.

Now that the emergency is no longer in effect (ending in late July), the Minister's Directive is no longer relevant and our by-law does not allow for electronic meetings. Other CAs have also decided to update their by-law to allow (at the call of the Chair) for electronic meetings during a non-emergency situation. However, this change can only be adopted when the Board meets face-to-face. This reason and other considerations (ie. poor internet connections) has resulted in the necessity to meet in person on the 17<sup>th</sup> of September.

The following wording is recommended to cover the requirements of the Board for electronic meetings. The amendment is from the Essex Region Conservation Authority and has been adapted for the CVCA.

In addition, an e-mail voting procedure would also aid the CVCA Board if a motion is required and a meeting is not scheduled.

For clarity and ease of transition to allow electronic meetings and e-mail voting, the following amendments will replace Section 10 Electronic Participation of the CVCA's By-Law Policy.

**Amendments**

*Amendment #1 - Electronic Meetings*

Whenever possible, meetings of the Crowe Valley Conservation Authority will be held in person.

Where a meeting cannot be held in person, Members may participate in a meeting that is open to the public by telephonic or other electronic means that permits all participants

to communicate adequately with each other during the meeting.

- a) That members of the authority be permitted to participate in meetings electronically, which shall include the ability of those members participating electronically to register votes.
- b) That any member of the authority who is participating electronically in a meeting may be counted in determining whether or not a quorum of members is present at any point in time during the meeting in accordance with the requirement in subsection 16 (2) of the *Conservation Authorities Act, R.S.O. 1990*.
- c) That any member of the authority can participate electronically in a meeting that is closed to the public.
- d) That any hearing or appeal that is dealt with in the by-laws can be conducted electronically with provisions for applicants and their agents to participate, if the conservation authority holds any such hearing or appeal during any period where an emergency has been declared to exist.

When meetings are held electronically:

- a) the Crowe Valley Conservation Authority must continue to implement best practices to make Board meetings open to the public in accordance with subsection 15 (3) of the *Conservation Authorities Act, R.S.O. 1990*. For open electronic meetings, the public must be able to observe and participate if approved as a delegation (as per normal delegation procedures) and be able to hear or see the meeting.

Where possible, the Crowe Valley Conservation Authority must provide for alternative means to allow the public to participate in any meetings electronically.

In Camera meetings may be held by the Board but will not allow for public participation.

#### *Amendment #2 E-mail Voting*

Email Voting Procedures:

Occasionally, when a motion requires the Board's consideration and a meeting is not scheduled, a vote may be conducted via email. Email consideration of a motion is only suitable for issues presumed to be straightforward as this process does not provide the opportunity for discussion or amendment.

- a) The Chair or a designate develops the required motion.
- b) The Chair or a designate secures the approval of a mover and a seconder.
- c) The General Membership are advised that an email is forthcoming.
- d) The General Manager/Secretary-Treasurer circulates an email to the Board Members outlining the rationale for the motion, ensuring the subject line of the email includes the word "Motion", and requests their response within a predetermined time frame.

- e) The Members are requested to respond: I (name) vote yes, or I (name) vote no in the first line of their response.
- f) Email motions cannot be amended.
- g) The motion requires a simple majority vote of the participating Board Members provided a quorum is reached through a minimum of five (5) responses.
- h) The General Manager/Secretary-Treasurer tallies the votes and the Board Members are informed of the outcome.
- i) The CVCA Board review any e-mail motions, approved or unapproved, at the next Authority meeting.

***Recommendation:***

- 1) *That the proposed by-law amendments #1 and #2 be adopted by the CVCA Board and replace Section 10 of the 2018 CVCA By-Law in its entirety.*

*Board Decision*

TP