

# THE CROWE VALLEY CONSERVATION AUTHORITY GOVERNANCE AND ADMINISTRATIVE POLICIES - BOARD OF DIRECTORS

Update to “‘Revised’ Regulations and Rules of Procedure (15, October 1992)”

Crowe Valley Conservation Authority Administrative Regulations and Rules of Procedure - Board of Directors are detailed in the following pages.

Regulation I - Governance and Administrative Policies - sets out the mandate, roles, responsibilities and duties of members of the Board of Directors, and the General Manager, provides for the election of officers, and establishes various administrative policies.

Regulation II - Meeting Procedures - sets out meeting procedures, and Conflict of Interest, Code of Conduct and other provisions relative to the conducting of meetings.

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# REGULATION I – GOVERNANCE AND ADMINISTRATIVE POLICIES

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## SECTION A – DEFINITIONS

**Authority** - means the full membership of the Crowe Valley Conservation Authority

**General Manager/Secretary-Treasurer** - means General Manager of the Authority.

**Chair** - shall mean the Chairperson as elected by the Board of Directors of the Crowe Valley Conservation Authority.

**Fiscal Year** - shall mean the period from January 1 through December 31.

**Inaugural Meeting** - shall be an annual meeting to complete past year's business; for annual elections and appointments; and to start current year's business.

**Members** - shall mean the Board members, or Directors, as appointed by the watershed municipalities.

**Majority** - shall mean half of the votes plus one.

**Officer** - means a member of the Authority and the General Manager/Secretary-Treasurer

**Private Interest** - includes the financial or material interests of a member and the financial or material interests of a member of the member's immediate family.

**Secretary-Treasurer** - means Director, Corporate Services of the Authority.

**Staff** - shall mean staff members employed at the Crowe Valley Conservation Authority.

**Vice-Chair** - shall mean the Vice-Chairperson as elected by the Board of Directors of the Crowe Valley Conservation Authority.

## **SECTION B – GOVERNANCE POLICIES**

### **1.0 Authority Members**

Members of the Authority shall be appointed by the representative councils of the participating municipalities in the numbers prescribed in subsection 2 of section 2 for the appointment of representatives, and each member shall hold office until the first meeting of the Authority after the term for which he/she was appointed has expired. R.S.O. 1970, c. 78, s. 13 (1)

Where a grant is made to the Authority under section 40, the Lieutenant Governor in Council may appoint not more than three members to the Authority for a term of three years, and each member shall hold office for the term for which he/she has been appointed and until after his/her successor is appointed. R.S.O. 1980, c. 78, s. 13 (5)

### **2.0 Municipal Members**

Membership of the Crowe Valley Conservation Authority includes 10 municipalities: Municipality of Trent Hills, Township of Faraday, Township of Havelock-Belmont-Methuen, Municipality of Highlands East, Township of Limerick, Municipality of Marmora and Lake, Township of Stirling-Rawdon, Tudor and Cashel Townships, Wollaston Township, Corporation of the Township of North Kawartha.

The Crowe Valley Conservation Authority comprises all members appointed by participating municipalities. Membership is in effect for the appointment term of the municipality.

### **3.0 Roles and Responsibilities of the Board of Directors**

The Board of Directors shall approve all policies and procedures of the Crowe Valley Conservation Authority, approve the budget with or without revisions, give direction on priority of programs and projects and be generally responsible for other matters as required by the Conservation Authorities Act and regulations.

The Crowe Valley Board is accountable to the public for the successful operation of the Crowe Valley Conservation Authority. In carrying out this task it is imperative that the Board understand its primary responsibilities.

### 3.1 Carrying out Mandatory Responsibilities

The Crowe Valley Conservation Board is bound by the *Conservation Authorities Act*. Section 20 of the *Conservation Authorities Act* defines the objectives of a Conservation Authority as follows:

“The objectives of an authority are to establish and undertake, in the area over which it has jurisdiction, a program designed to further the conservation, restoration, development and management of natural resources other than gas, oil, coal or minerals.”

Section 21 of the *Conservation Authorities Act* specifically outlines the powers of a Conservation Authority to accomplish its objectives:

- the power to study the watershed and develop an appropriate resource management program;
- acquire and/or dispose of lands;
- collaborate and enter into agreements with landowners, governments and organizations;
- control the flow of surface waters;
- alter the course of any waterway;
- develop their lands for recreational purposes;
- generally to do all such acts as are necessary for the due carrying out of any project.

### 3.2 Functions of the Board of Directors

In addition to the procedures in this policy and subject to the *Conservation Authority Act*, the Authority shall:

- Approve the auditor’s statement for the preceding year – if the statement is not approved, the amended statement shall be reintroduced for approval at the next appropriate meeting;
- Pass a borrowing resolution for a specified amount for the purposes of the Authority and authorizing the appointed signing officers to sign notes as required to implement this borrowing;
- Approve a budget for the Authority for the ensuing year;
- Approve the levies to be paid by Municipalities;
- Supervise the activities of any Standing Committees and to accept or reject any of their recommendations;
- Receive delegations on behalf of the Authority;
- Consider requests for grants or donations from groups outside the Authority;
- Decide and recommend policies not covered in these resolutions;



- Update as required policies of the Authority.

All Directors of the Board are public officials and thus have the responsibility to be guided by and adhere to the rules of conduct, explicit and implied, for all such holders of public office in the Province of Ontario. In addition, all the Board must adhere to all applicable acts of incorporation. In the case of the Crowe Valley Conservation Authority, Directors must adhere to the following:

- The Municipal Conflict of Interest Act;
- The Municipal Freedom of Information and Protection of Privacy Act;
- Regulation 159/06 whereby the Crowe Valley Conservation Authority enforces regulations governing the Fill, Construction and Alteration to Waterways;
- Land Use Watershed Planning Policies.

### **3.3 Ensuring Fiscal Stability of Crowe Valley Conservation**

The Board of Directors must ensure the financial stability of the Crowe Valley Conservation Authority. While the General Manager/Secretary-Treasurer provides day-to-day leadership in fiscal affairs, the Board bears the ultimate responsibility for financial soundness. This includes approving an annual budget, receiving and approving reports on financial performance of the Crowe Valley Conservation Authority and ensuring policies are in place for financial soundness.

### **3.4 Reliance On and Partnership with the General Manager/Secretary-Treasurer**

The Board of Directors relies on the General Manager/Secretary-Treasurer to inspire, lead and manage the Crowe Valley Conservation Authority. The Board will forge a strong partnership with the General Manager/Secretary-Treasurer, working cooperatively to achieve the goals of the Crowe Valley Conservation Authority. The Board regularly evaluates the General Manager/Secretary-Treasurer, measuring his/her performance against the Crowe Valley Conservation Authority's strategic plan and financial and human resources goals of the organization.

### **3.5 Practicing Effective Human Resources Practices**

The Board of Directors must act as a team and represent the interests of the entire watershed. A strong partnership must be forged between the Board of Directors and the General Manager/Secretary-Treasurer. The Board allows the General Manager/Secretary-Treasurer to manage the organization and its staff. The following guidelines should be followed throughout the organization and by the public at large:

- If a Board Director has questions on a project or report, such questions should be referred through the General Manager/Secretary-Treasurer for him/her to invite the appropriate staff Director(s) to explain the project and answer questions.
- If a Board Director would like to volunteer to assist in a project, such action should be taken in consultation with the General Manager/Secretary-Treasurer to organize the process.
- If a Board Director receives a complaint about a staff person or would like to acknowledge a staff person, such information should go through the General Manager/Secretary-Treasurer.
- If a Board Director receives a complaint from a staff person, the Board Director must advise the staff person to follow the Appeal Procedure as outlined in the personnel policy.

With respect to staffing issues, the following outlines the responsibilities of the Board of Directors and the General Manager/Secretary-Treasurer:

The Board of Directors is solely responsible for the following:

- Recruiting the General Manager/Secretary-Treasurer;
- Hiring the General Manager/Secretary-Treasurer;
- Evaluating the General Manager/Secretary-Treasurer;
- Dismissing the General Manager/Secretary-Treasurer;
- Determining the annual salary and pay for performance of the General Manager/Secretary-Treasurer.

The Board of Directors and the General Manager/Secretary-Treasurer share the following responsibilities in that the recommendation will come from the General Manager/Secretary-Treasurer and the approval will come from the Board of Directors:

- Setting key commitments and deliverables for the General Manager/Secretary-Treasurer;
- Setting human resource and personnel policies which will have a dollar impact upon the budget;
- Setting staff salary schedules and plans as part of the annual budget review process.

The General Manager/Secretary-Treasurer is solely responsible for the following:

Assessing staffing requirements;

- Recruiting, hiring and dismissing staff;
- Providing staff direction;
- Approving staff evaluations;
- Implementing approved salary schedule and salary plan by setting individual staff salaries;
- Designing the organizational structure;
- Setting human resource and personnel policies, which have no dollar impact on the budget.

## 4.0 Duties of Officers

### 4.1 Chair of the Board

- Oversees Board meetings and ensures Regulation II - Meeting Procedures is adhered to;
- Serves as ex-officio Director of all committees and shall have full voting power;
- Works in partnership with the General Manager/Secretary-Treasurer to ensure Board resolutions are carried out;
- Directs the General Manager/Secretary-Treasurer in the day to day operations and administration of the Authority and in particular, in such matter as have not been decided by regulation or by resolutions of the Authority or the Finance & Personnel Ad Hoc Committee;
- Approves or disapproves payment of accounts for all normal operating expenses within the approved budget or the Chair may delegate this responsibility to another signing officer;
- Ensures that all financial procedures in connection with any approved project or program of the Authority or in connection with its general administration are carried out properly. In particular, he/she shall see that the legislation and regulations are strictly observed in carrying out the banking of the Authority funds and in borrowing monies from the bank for the funds and in borrowing monies for the various project and programs of the Authority;
- Assists General Manager/Secretary-Treasurer in preparing agenda for Board meetings where required;
- Calls special meetings if necessary;
- Periodically consults with Board Directors on their roles;
- Acts as a public spokesperson for the Crowe Valley Conservation Authority to facilitate the objectives of the Crowe Valley Conservation Authority;
- Represents the Crowe Valley Conservation Authority at such functions as warrant the interest of the Crowe Valley Conservation Authority except where this responsibility is specifically assigned to some other person;
- Inspires other Board Directors with his or her own commitment of support, time and enthusiasm;
- Represents the Crowe Valley Conservation Authority at Conservation Ontario Council meetings;
- Serves as signing officer for the Crowe Valley Conservation Authority;
- Performs other duly authorized activities as requested by the Finance & Personnel Ad Hoc Committee of the Authority;
- Keeps the Board of Directors apprised of significant issues in a timely fashion.

## 4.2 Vice-Chair of the Board

- Attends all Board meetings;
- Carries out special assignments as requested by the Chair of the Board;
- Understands the responsibilities of the Board 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;
- Shall be an ex officio a member of all Committees and shall have full voting power;
- Participates as a vital part of the Board leadership;
- Assumes a role in all Ad Hoc Committees;
- Serves as a signing officer for Crowe Valley Conservation Authority;
- Keeps the Board of Directors apprised of significant issues in a timely fashion;

## 4.3 Executive Committee Ad Hoc Committee Chair

- Acts as Chair if and when a committee in his/her jurisdiction is structured;
- Recognizes that the function of that Committee is, in fact, advisory and ensure that his/her committee make constructive and timely recommendations regarding undertakings within the Committee's approved terms of reference, and including recommendations aimed at expediting approval and implementation of such undertakings;
- Reports the current activities of his/her committee to the Authority including any new recommendations, projects or briefs and the estimated related costs.

The Full Authority, Executive Committee Chair or Authority Chair may, from time to time, direct the Chair of a particular committee when appointed to hold a meeting to consider or investigate a particular matter. It shall be the responsibility of the Chair of that Committee concerned to hold a meeting within fourteen days to see that such instructions are adequately carried out.

## 4.4 General Manager/Secretary-Treasurer

- Attends all Board and all Executive Committee meetings and shall attend all other meetings where possible, failing which he/she shall arrange that the minutes of these meetings be recorded;
  - The minutes shall:
    - A) contain, in the following order:
      - Statement of time, place and type of meeting;
      - A list of members present and absent, including late arrivals and early departures;
      - The mover, seconder, full wording and result of all resolutions.

- B) be reproduced and distributed to members of the Authority Board either electronically or by mail as per their preference and made available to the public as determined by the Authority;
  - C) be signed by the Chair of the Authority or Vice-Chair or acting Chair who presided at the meeting, and the Recording Secretary, following their adoption at the next meeting of the Authority.
- Acts as Secretary-Treasurer of the Board in accordance with the *Conservation Authorities Act*;
- Serves as a signing officer for the Crowe Valley Conservation Authority;
- Keeps the Chair and Vice-Chair apprised of significant issues in a timely fashion;
- Develops and implements both short and long-term strategic plans in accordance with business goals and objectives;
- Tends to the day-to-day requirements, details and management of the Crowe Valley Conservation Authority;
- Manages staff and programs of the Crowe Valley Conservation Authority;
- Makes certain that appropriate actions are taken in a timely fashion;
- Works in close collaboration with the Chair and Vice-Chair;
- Implements all Board resolutions in a timely fashion;
- Ensures Board policies and strategic plan are adhered to;
- Manages the financial activities of the Crowe Valley Conservation Authority and shall be authorized to:
  - A) negotiate with, deposit with or transfer to the duly designated Bank, for the credit of the Authority's account only, cheques and other orders for the payment of money and for the purpose to endorse the same on behalf of the Authority;
  - B) ensure all cheques prepared by the authority are in the name of the Authority only, and see that all cheques prepared received the required signatures of the two signing officers;
  - C) receive from the Bank, statements of the accounts of the Authority, together with all relevant vouchers and sign and deliver to the Bank the Bank's forms of verification;
  - D) prepare such promissory notes as are necessary and see that all such notes receive the required signatures of the two signing officers.
- Makes recommendations to the Board regarding suggested policy changes;
- Acts as public spokesperson for Crowe Valley Conservation in the absence of the Chair and Vice-Chair of the Board;
- Represents the Crowe Valley Conservation Authority at Conservation Ontario Council, Committee and is an appointed alternate to Conservation Ontario Committee Meetings;
- Negotiates and enters into contracts with external agencies/partners to carry out the goals of the organization in accordance with approved Policy;
- Develops and maintains effective relationships and ensures good communications with watershed municipalities, federal and provincial government ministries/agencies, other

Conservation Authorities, Conservation Ontario and community groups and associations.

- Alternate to Chair at Conservation Ontario Council Meetings

## 5.0 Election of Officers

### 5.1 Chair for Election of Officers

An individual other than a Member of Crowe Valley Conservation will assume the position of Chair for the purpose of Election of Officers. The General Manager/Secretary-Treasurer, or designate, assumes this position.

### 5.2 Appointment of Scrutineers

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

### 5.3 Election of Officers

The General Manager or designate advises that the election will be conducted in accordance with Section 10 of the *Conservation Authorities Act* 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 General Manager/Secretary-Treasurer 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 General Manager or designate.

## **SECTION C – ADMINISTRATIVE POLICIES**

### **1.0 Auditor, Solicitor, Banker**

1.1 The Authority shall consider tendering for the services of an auditor, solicitor and Banker at the discretion of the Board.

1.2 Subject to satisfactory performance and reasonable fees, the Authority will annually appoint the same auditor, solicitor, and banker. Such annual appointments will be made at the annual meeting.

### **2.0 Auditor's Report**

2.1 The Authority will be presented with the auditor's report within four months following year end.

2.2 The Authority will forward a copy of the auditor's report to each member and to the Minister of Natural Resources within thirty days of approving the auditor's report.

### **3.0 Borrowing Resolution**

The Authority will establish a borrowing resolution each year at the first meeting of the fiscal year and such resolution will be in force until it is superseded by another borrowing resolution.

### **4.0 Levy Notice**

The levy due to the Authority from member municipalities shall be made in two installments each year, with the first payment due 30 days after approval of the levy. The remaining installment shall be due 60 days thereafter.

### **5.0 Chair and Vice-Chair**

5.1 In the event of the absence of the Chair and Vice-Chair 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.

5.2 The Chair and vice-Chair are members on all Authority committees.

5.3 Where the Chair considers there to be an emergency, the five signing officers of the Authority shall be empowered to act without approval of the Authority membership as a whole.



## 6.0 Signing Officers

6.1 For purposes of signing officers, the Authority equates the title General Manager/Secretary-Treasurer to General Manager as set out under “Signing Officers” in the Administrative Regulation as approved by the Minister of Natural Resources on February 7, 1985. The two signing officers of the Authority shall be one of the Chair or Vice-Chair or Board appointed Alternate and one of the General Manager/Secretary-Treasurer or Administrative Assistant/Recording Secretary.

6.2 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.

## 7.0 Standing Committees

7.1 The Authority may strike a standing committee to investigate and make recommendations on matters of interest to the Authority.

7.2 Any standing committee of the Authority will be recognized as a functioning Committee until the Authority replaces or dissolves that committee or until December 31 of the year in which the committee is formed.

7.3 The Authority will strike standing committees at the first business meeting of the year or at other times as may be desired.

7.4 Membership of any standing committee of the Authority will be at the discretion of the Board.

7.5 Each standing committee will have terms of reference established by the Authority. The terms of reference will serve as a consistent guide to committee members and provide a continuity of understanding by the Authority as to the specific purpose for the standing committee. The terms of reference may be altered by the Authority where the scope of a standing committee’s mandate is either altered or changed.

7.6 When a standing committee is proposed, either the Authority member proposing the new standing committee will present terms of reference for Authority approval, or the Authority will cause such terms of reference to be prepared. In either case, a new standing committee shall not be struck until the Authority approves terms of reference for the standing committee.

7.7 Authority standing committees will be comprised of Authority members. The committee may invite people to attend committee meetings as a resource to the committee.

7.8 Only committee members are entitled to vote on matters coming before the committee.

## **8.0 Per diems and Expenses**

8.1 The Authority may establish a per diem rate from time to time and this rate will apply to the Chair, Vice-Chair and Directors for service to the Authority in attendance at Authority Board of Director meetings, Standing Committee meetings, and at such other business functions as may be from time to time requested by the Chair, through the Chief Administrative Officer.

8.2 A per diem will be paid for each separate meeting attended.

8.3 For teleconference meetings lasting less than 45 minutes, only ½ the per diem rate be paid.

8.4 The Chair, Vice-Chair and Directors will be responsible for advising the Secretary-Treasurer of any per diems and mileage incurred for other than Board of Directors or Source Protection Authority meetings, within 30 days of the per diem or mileage being incurred.

8.5 The Authority will reimburse members' travel expenses incurred for the purpose of attending meetings and/or functions on behalf of the Authority.

8.6 Reimbursement will be made directly to Directors in June and December.

## **9.0 Revocation**

Upon approval of these Administrative By-Laws – Board of Directors, all such previous administrative policies and procedures shall be revoked.

# **REGULATION II – MEETING PROCEDURES**

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## 1.0 Quorum

1.1 At any meeting, a quorum consists of one-half of the members appointed by the participating municipalities.

1.2 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 and the Recording Secretary shall record the names of the members present and absent.

1.3 Where the number of members, who by reason of the provisions of the Municipal Conflict of Interest Act, R.S.O. 1990, c.M.50, are disabled from participating in a meeting, is such that at the meeting the remaining members are not of sufficient number to constitute a quorum, then the remaining number of members shall be deemed to constitute a quorum, provided such number is not less than two.

1.4 If during the course of an Authority or Committee meeting a quorum is lost, then the Chair shall declare that the meeting shall stand recessed or adjourned, until the date of the next regular meeting or other meeting called in accordance with the provisions of this regulation. (See also Section 6.0).

## 2.0 Annual Meeting

2.1 At least thirty days prior to the first meeting of each year, the Secretary-Treasurer shall notify the clerk of any municipality for which the term of office of its members will expire at the time of that meeting.

2.2 At the first meeting of the Authority each year the agenda shall include the selection of a Chair and Vice-Chair and annual appointment of the auditor, solicitor and banker.

## 3.0 Duties of the Chair

It shall be the duty of the Chair, with respect to any meetings over which he/she preside, 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;
- c) Ask any individual that is disrupting the Board to leave;
- d) Adjourn the meeting without question, in the case of grave disorder arising in the meeting room;

- e) Receive and submit to a vote all motions presented by the Members or Committee, as the case may be, which do not contravene the rules and regulations of the Authority;
- f) Announce the results of the vote on any motions so presented;
- g) Decline to put to a vote motions which infringe upon the rules of procedure, or which are beyond the jurisdiction of the Authority;
- h) Enforce on all occasions the observance of order and decorum among the Members;
- i) Adjourn the meeting when business is concluded;
- j) Adjourn the sitting without a question being put or suspend or recess the sitting for a time to be named if considered necessary;
- k) Represent and support the Authority, declaring its will and implicitly obeying its decisions in all things; and
- l) Perform other duties when directed to do so by resolution of the Authority.

## 4.0 Conduct of Members

### 4.1 No Director at any meeting of the Authority shall:

- a) Criticize any decision of the Authority or the Committee, as the case may be, except for moving, in accordance with the provision of this by-law, that the questions be reconsidered.
- b) 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.
- c) Leave their seat or make any noise or disturbance while a vote is being taken or until the result is declared.
- d) Interrupt a member while speaking, except to raise a point of order or a question of privilege.
- e) Speak disrespectfully or use offensive words against the Authority, Authority members, staff, or any member of the public;
- f) Speak beyond the question(s) under debate;
- g) Resist the rules or disobey the decision of the Chair on the questions or order or practices or upon the interpretation of the rules of the Authority.

4.2 If any Director resists or disobeys, they may be ordered by the Chair to leave their seat for the remainder of the meeting. In the case of an apology being made by the offender, they may, by majority vote of the Authority, be permitted to retake their seat.

4.3 No person except Directors and Staff shall be allowed to come to the Board's table during the meetings of the Board without permission of the Chair or the Board.

4.4 Censorship of an individual director for conduct unbecoming a Board member in the fulfillment of their duties will be in accordance with a Motion to Censure described in Appendix A.

## 5.0 Freedom of Information

5.1 The Authority members shall be governed at all times by the provisions of the Municipal Freedom of Information and Protection of Privacy Act (MFIPPA).

5.2 In the instance where a member vacates their position on the Authority Board they will continue to be bound by MFIPPA requirements.

## 6.0 Notice of Meeting

6.1 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.

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

6.3 All material and correspondence to be dealt with by the Authority at a meeting will be submitted to the Secretary-Treasurer at least fourteen (14) days in advance of the meeting in question.

6.4 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.

6.5 When a quorum is first present after the hour fixed for a meeting, the Chair shall call the meeting to order.

6.6 If no quorum is present one-half hour after the time appointed for a meeting, the Secretary-Treasurer shall call the roll and record the names of the members present and the meeting shall stand adjourned until the next meeting.

6.7 The business of the Authority shall be taken up in the order in which it stands on the agenda unless otherwise decided by the Authority.

6.8 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.

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

- a) a point of order
- b) a 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

6.10 The Chair may, at his/her pleasure, 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.

6.11 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 in Section 14. Normally confidential matters will not be handled by teleconference.

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

6.13 Notwithstanding Section F-6 of this Procedure, a meeting which has been interrupted through the loss of a quorum may be reconvened without notice provided that the meeting is reconvened on the same day.

6.14 The Chair or the General Manager/Secretary-Treasurer 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 for the specific committee affected.

6.15 The Chair or the General Manager/Secretary-Treasurer may, if it appears that a storm or like occurrence will prevent the members from attending a meeting, postpone that meeting by advising as many members as can be reached. Postponement shall not be for any longer than the next regularly scheduled meeting date.

## 7.0 Agenda for Meetings

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

1. Approval of Agenda
2. Declaration of Pecuniary Interest
3. Approval of Minutes of Previous Meeting

4. Presentation of written reports (where applicable), including Report from the General Manager
5. Verbal Reports (where applicable)
6. Correspondence
7. New Business
8. Reports and Updates from Board Members
9. Notice of Next Meeting
10. Adjournment

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

## **8.0 Conflict of Interest**

8.1 A conflict of interest refers to a situation in which the private interests or personal considerations of the member could compromise, or could reasonably appear to compromise, the member's judgment in acting objectively and in the best interest of the Authority.

8.2 A conflict of interest also includes using a member's position or confidential information for private gain or advancement or the expectation of private gain or advancement (e.g. direct or indirect financial interest in a matter, a contract or proposed contract with the Authority). A conflict may occur when an interest benefits any member of the member's family (spouse, partner, children, parents, siblings), friends or business associates.

8.3 A conflict of interest includes engagement of members in private employment or rendering services for any person or corporation where such employment or services are considered a conflict of interest as defined by the Province of Ontario conflict of interest legislation.

8.4 Members shall refrain from placing themselves in conflict of interest situations.

8.5 A member must resign from the Authority if he or she is or becomes involved in private employment or rendering services considered to be a conflict of interest.

8.6 A member who has reasonable grounds to believe that he or she may have a conflict of interest or that there may be an appearance of a conflict of interest, in respect of a matter that is before the committee shall:

- a) Disclose orally the actual, potential or perceived conflict of interest at the beginning of the committee meeting or as soon as possible; and
- b) Excuse him or herself from the committee meeting while the matter is under consideration. If the member is participating via telephone or other electronic means, the Chair shall ensure that the member is not able to listen to or participate in the discussion of the matter.

8.7 A member who has disclosed an actual, potential or perceived conflict of interest to the Chair or the committee, as the case may be, shall refrain from voting or participating in the consideration of the matter, or from commenting on, discussing or attempting to exert his or her personal influence on another member with respect to the matter.

8.8 The minutes of the meeting shall reflect the disclosure of the actual, potential or perceived conflict of interest and whether the member withdrew from the discussion of the matter.

8.9 If it is not entirely clear whether or not an actual, potential or perceived conflict of interest exists, then the member with the potential conflict of interest shall disclose the circumstances to the Chair and the Chair of the lead Source Protection Authority or the Minister and the Chair of the lead Source Protection Authority as the case may be.

8.10 The Chair or the Minister, as the case may be, will determine if there is a conflict of interest or if the member's conduct has violated this policy, in a timely fashion, dependent on the complexity of the situations and will communicate his or her decision directly to the member.

8.11 A member who has concerns about the conduct of another member regarding compliance with this policy should raise those concerns with the Chair. The Chair will follow essentially the same process for addressing complaints as for dealing with declared conflicts of interest with modifications to suit the difference circumstances.

## 9.0 Disclosure of Pecuniary Interest

9.1 Where a member, either on his 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 or Standing Committee at which the matter is the subject of consideration, the member shall:

- a) prior to any consideration of the matter at the meeting, disclose the interest and the general nature thereof;
- b) not take part in the discussion of, or vote on any question in respect of the matter; and
- c) not attempt in any way whether before, during or after the meeting to influence the voting on any such question.

9.2 Where a meeting is not open to the public, in addition to complying with the requirements, the Member shall forthwith leave the meeting for the part of the meeting during which the matter is under consideration.

9.3 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 or Standing Committee, as the case may be, attended by them after the particular meeting.

9.4 The meeting secretary shall record in reasonable detail the particulars of any disclosure of pecuniary interest made by members of the Authority or Committees, as the case may be, and any such record shall appear in the minutes/notes of that particular meeting of the Authority or of the Committee, as the case may be.

## **10.0 Notice of Motion**

10.1 Except as otherwise provided in this by-law, a notice of motion to be made at an Authority or committee meeting shall be given in writing and shall be delivered to the General Manager/Secretary-Treasurer not less than seven (7) business days prior to the date and time of the meeting, to be included in the agenda for the Authority or the committee of the whole meeting at which the motion is to be introduced.

10.2 The General Manager/Secretary-Treasurer shall include such notice of motion in full in the agenda for the meeting concerned.

10.3 Reports of Committees included in the Authority agenda shall constitute notice of motion with respect to any matter contained in such reports and recommended by any such Committee for adoption by the Authority.

10.4 Staff reports in the Authority agenda not having been considered by any Committee for adoption, shall constitute notice of motion for the purposes of any motion brought to the Authority with respect thereto.

10.5 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 Standing 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.

10.6 Any motion called from the Chair and for whatever reason deferred in three successive regular meetings of the Authority or Committee of the whole which is not proceeded with shall be deemed to be withdrawn.

## **11.0 Meeting Procedures**

11.1 The Authority will normally conduct its business as a committee of the whole.

11.2 The Authority will conduct business in accordance with Bourinot's Rules of Order.

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

- a) A member will 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 and when no new matter is introduced.
- 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.

11.4 Upon a Director vacancy due to death, incapacity, resignation or continued absence occurring in any office of the Authority, the Authority will request the municipality which was represented by that Director to immediately proceed to appoint a Director replacement.

11.5 In the event that a municipally-appointed member misses three consecutive meetings without due notice, the Authority will advise the member's municipality of the unaccountable absences.

11.6 If a Board Member, unable to be in attendance at any regular scheduled meeting, wishes to bring to the attention of the Board any additional information or opinion pertaining to an agenda item, the Member shall address in writing to the Chair such correspondence prior to the start of the meeting. The correspondence shall be read aloud by the General Manager/Secretary-Treasurer without comment or explanations.

## 12.0 Delegations

12.1 Any person or organization desiring an opportunity to address the Authority may make a request in writing to the General Manager/Secretary-Treasurer fourteen (14) days in advance of a scheduled meeting if such request is to be included in the agenda of that meeting. The request should comprise a brief statement of the issue or matter involved and indicate the name of the proposed speaker.

12.2 Any person or organization requesting an opportunity to address the Authority but not having made a written request to do so in accordance with Section 13 may appear before a meeting of the Authority but will be heard only if approved by a ruling of 2/3 of the Directors of the meeting.

12.3 No delegation, whether or not listed on the agenda, shall be heard without a ruling by the Chair of the meeting giving leave, but such ruling may be immediately appealed by a proper motion, and the ruling of the meeting shall govern.

12.4 Notwithstanding the previous two comments, a representative of a council of a member municipality of the Authority, duly authorized by resolution of such council, shall be heard as of right, and further any member of the Authority shall be heard as of right.

12.5 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 (10) minutes.

### **13.0 Meetings with Closed Sessions**

13.1 A meeting or a part of a meeting may be closed to the public if the subject matter being considered relates to:

- a) the security of the property of the Authority;
- b) personnel matters about an identifiable individual including Authority employees;
- c) a proposed or pending acquisition of land;
- d) labour relations or employee negotiations;
- e) litigation or potential litigation including matters before administrative tribunals affecting the Authority;
- f) the receiving of advice that is subject to solicitor-client privilege.

13.2 A meeting shall be closed to the public if the subject matter relates to the consideration of a request under the Municipal Freedom of Information and Protection of Privacy Act.

13.3 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.

13.4 No vote shall be taken and no written record shall be kept in a closed meeting unless it is for a procedural matter, or for giving directions or instructions to officers, employees or agents of the Authority or persons retained under contract with the Authority.

13.5 Any materials presented to the Board of Directors during a closed meeting will be returned to the General Manager/Secretary-Treasurer prior to departing from the meeting.

## 14.0 Vote

14.1 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.

14.2 A majority vote of the members present at any meeting is required upon all matters coming before the meeting.

14.3 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

14.5 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.

14.6 Before a vote is taken, any member may request a recorded vote and it shall be taken by alphabetical surname with the Chair voting last. On a recorded vote, each member will answer “yes” or “no” to the question, or will answer “abstain” if the said member does not wish to vote. If any Member abstains from voting, they shall be deemed to have voted in opposition to the question, and where the vote is a recorded vote, their vote shall be recorded accordingly by the secretary.

14.7 At the meeting of the Authority at which the non-matching levy is to be approved, the Chair shall at the appointed time during the meeting, call the roll of members present, and having been advised by the Secretary-Treasurer of those present and the respective, eligible weighted votes, conduct the roll call vote to approve of non-matching levy by a weighted majority of the members present and eligible to vote.

14.8 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.

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

14.10 A vote on any issue other than the budget, regulation or planning matter dealt with by a telephone poll shall be ratified at the next regularly scheduled meeting.

14.11 Where any member of the Authority or Committee is acting in the place and stead of the Chair or the Committee Chair, as the case may be, such member shall have and may exercise all the rights and powers of the Chair or the Committee Chair of the Standing Committee as the case may be, while so acting.

## 15.0 Minutes

15.1 The General Manager/Secretary-Treasurer shall undertake to have a recording secretary in attendance at meetings of the Authority and each Standing Committee. The recording secretary will make a record in the form of Minutes of the meeting proceedings and in particular shall record all motions considered at the meeting.

15.2 For matters dealt with in closed session, the General Manager will take notes of any direction provided, for endorsement by the Chair and Vice-Chair.

15.3 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.

15.4 The General Manager/Secretary-Treasurer or his designate shall send out the minutes of any meeting to each member of the Authority and other parties as are interested in receiving them at the same time as agendas for the next meeting are distributed.

15.5 The Authority will not mail agendas to member municipalities except by request. The Authority will post draft minutes electronically on the Authority's website following the policy for distribution of minutes as previously approved by the Board.

# APPENDIX A - COMMON MOTIONS

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## 1.0 Motion to Adjourn

1.1 A Motion to Adjourn:

- a) is always in order except as provided by this by-law;
- 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.

1.2 A motion to adjourn without qualification, if carried, brings a meeting or a session of the Authority to an end.

1.3 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.

## **2.0 Motion to Amend**

2.1 A motion to amend:

- a) is debatable;
- b) is amendable;
- c) shall be relevant and not contrary to the principle of the report or motion under consideration; and
- d) may propose a separate and distinct disposition of a question provided that such altered disposition continues to relate to the same issue which was the subject matter or the question.

2.2 Only one motion to amend an amendment to the question shall be allowed at one time and any further amendment must be to the main question.

2.3 Notwithstanding anything herein to the contrary, no motion to amend the motion to adopt any report of the Committee of the Whole shall be permitted.

## **3.0 Motion to Censure**

3.1 Crowe Valley Conservation Authority Board of Directors may call for a motion to censure an individual director for conduct unbecoming a Board member in the fulfillment of his/her Crowe Valley Conservation Authority duties. This will require a seconder and a 2/3 vote of members present at the Board of directors meeting to pass. The motion to censure must be dealt with immediately and once the motion is approved, the appointing municipality will be advised, in writing, by the Chair of the Board of Directors.

## **4.0 Motion to Close Debate (Previous Question)**

4.1 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; and
- 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.

## **5.0 Motion to Postpone Definitely**

### **5.1 A motion to postpone definitely:**

- a) is debatable, but only as to whether a matter should be postponed and to what time;
- b) is amendable as to time;
- c) requires a majority of members present to pass; and
- d) shall have precedence over the motions to refer, to amend, and to postpone indefinitely.

## **6.0 Motion to Postpone Indefinitely**

### **6.1 A motion to postpone indefinitely:**

- a) is not amendable;
- b) is debatable, and debate may go into the merits of the main question, which effectively kills a motion and avoids a direct vote on the question;
- c) requires a majority vote; and
- d) shall have precedence over no other motion.

## **7.0 Motion to Reconsider**

### **7.1 A motion to reconsider, under this regulation:**

- a) is debatable;
- b) is not amendable; and
- c) requires a majority vote, regardless of the vote necessary to adopt the motion to be reconsidered.

7.2 After any question, except one of indefinite postponement has been decided by the Authority, any Member who was present and who voted in the majority may, at a subsequent meeting of the Authority, move for the reconsideration thereof, provided due notice of such intention is given as required by this by-law, but no discussion of the main question by any person shall be allowed unless the motion to reconsider has first been adopted.

7.3 After any question, except one of indefinite postponement has been decided by Committee, but before a decision thereon by the Authority, any member who was present at the Committee meeting concerned and who voted in the majority, may, at a subsequent meeting of the Committee, provided the Authority still has made no decision thereon, move for the reconsideration thereof, provided due notice of such intention is given as required by this by-law, but no discussion of the main question by any person shall be allowed unless the motion to reconsider has first been adopted.

7.4 No question upon which a notice of reconsideration has been accepted shall be reconsidered more than once, nor shall a vote to reconsider be reconsidered.

7.5 If a motion to reconsider is decided in the affirmative, reconsideration shall become the next order of business and debate on the question to be reconsidered shall proceed as though it had never previously been considered.

## **8.0 Motion to Refer (to Committee)**

8.1 A motion to refer:

- a) is debatable;
- b) is amendable; and
- c) shall take precedence over all amendments of the main question and any motion to postpone indefinitely, to postpone definitely or to table the question.

## **9.0 Motion to Suspend the Rules (Waive the Rules)**

9.1 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.

## **10.0 Motion to Table**

10.1 A motion to table:

- a) is not debatable;
- b) is not amendable.

10.2 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.

10.3 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.

10.4 A motion to take up a tabled matter is not subject to debate or amendment.

10.5 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 Section 11 of this regulation.



10.6 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.

### **11.0 Point of Order**

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

### **12.0 Point of Personal Privilege**

When a Member considers that his integrity or the integrity of the Authority or Committee 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 or the Committee, as the case may be, 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 or Committee Chair, as the case may be, immediately. The decision of the Chair or Committee Chair, as the case may be, on a point of privilege may be appealed to the Authority.

## **APPENDIX B - CODE OF CONDUCT**

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Since its inception in 1958, the Crowe Valley Conservation Authority has held many meetings of the Board of Directors and has always demanded a high level of integrity and ethical conduct from its members. There is no record of the Board approving a Code of Conduct for the Board of Directors. While tacit understandings have served well for many years, a written Code of Conduct helps to ensure that all members share a common basis for acceptable conduct. Formalized standards help to provide a useful reference guide and a supplement to the legislative parameters within which members must operate. Further, they enhance public confidence that members operate from a base of integrity, justice and courtesy. This policy

outlines the Code of Conduct to be followed by duly appointed members of the CVCA Board of Directors.

Under Section 20 of the Conservation Authorities Act, members of the Board of Directors must be committed to upholding, implementing and protecting the Objects of a Conservation Authority:

*“20. (1) The objects of an authority are to establish and undertake, in the area over which it has jurisdiction, a program designed to further the conservation, restoration, development and management of natural resources other than gas, oil, coal and minerals. R.S.O. 1990, c. C.27, s. 20.”*

Furthermore, under the definitions in the Municipal Conflict of Interest Act, R.S.O. 1990 (MCIA) a “local board” includes a ‘...conservation authority ...’ and therefore all responsibilities and requirements under this legislation apply.

Board Members must ensure they are able to carry out their duties as duly appointed members of the Board of Directors by both meeting the Objects of the Conservation Authority Act R.S.O. 1990, c. C.27 while also meeting the requirements under the Municipal Conflict of Interest Act R.S.O. 1990, c. M.50. To help ensure members of the CVCA Board of Directors are able to meet both of these requirements the following Code of Conduct Policy has been established to provide guidance and direction. It is recognized that currently all members of the Board of Directors are also elected members of various municipal Councils. They are required to take an Oath of Office which binds them to various legislative and regulative responsibilities. It is entirely possible, however, for a member municipality to appoint a non-elected person as their representative to the CVCA Board of Directors. These individuals would not be bound by the Oath of Office. As appointed representatives the Board Members may occasionally find themselves in a ‘clash of duties’ between the objectives of the CVCA and their respective appointing municipal bodies. In these cases Board Members must vote with their conscience after weighing the arguments for and against each position.

The intent of this document is to provide a consistent basis upon which CVCA Board Members, whether elected or non-elected are to conduct themselves at CVCA meetings and regarding other matters related to the CVCA.

The Code of Conduct is a general standard. It augments the laws which govern the behaviour of members and it is not intended to replace personal ethics.

## **POLICIES**

### **1.0 GENERAL CONDUCT**

**All Board Members are to conduct themselves at all times in a manner which reflects positively on the CVCA**

Board Members represent the CVCA at many meetings and functions. It is the responsibility of each Board Member to act in such a manner as to portray a positive image of the Authority.

### **1.1 Borrowing of Money**

**Board Members shall not borrow money from any person who does business with the CVCA**

Board Members should not become involved directly or indirectly in financial transactions with persons or companies who deal with CVCA due to the inherent danger of conflict of interest.

### **1.2 Matters Affecting CVCA**

**Board Members shall bring forward matters relating to CVCA to the Board of Directors**

Board Members are to bring any matters directly associated with the CVCA to the Board of directors as soon as is practical. It is recognized, however, that various circumstances, such as the timing of meetings, may prevent this from occurring. As a general principle, however, Board Members shall endeavour to bring matters of direct interest to the CVCA Board of Directors prior to having these matters discussed and debated by other organizations such as municipal Councils. This will allow the Board of Directors the opportunity to discuss and address these matters through an open, transparent process prior to the matters being discussed in other forums.

## **2.0 INTERPERSONAL BEHAVIOUR**

**Board Members are required to conduct themselves in a manner which reflects respect and professional courtesy**

Board Members are to conduct themselves in a polite, courteous and professional manner whenever dealing with:

- Other Board members
- Conservation Authority staff
- Other elected officials
- Members of special interest groups
- Lobbyists
- Delegates
- Members of the general public

### **2.1 Harassment and Discrimination**

**Board Members shall not engage in any form of harassment or discrimination**

Board Members must refrain from all forms of harassment and discrimination as defined under all applicable legislation and regulations including, but not limited to:

- Human Rights Code, R.S.O. 1990, c. H.19
- Occupational Health and Safety Act, R.S.O. 1990, c. O.1
- CVCA Harassment and Discrimination Policy (HR-009)
- CVCA Workplace Violence and Harassment Policy Statement

### 3.0 CONFIDENTIALITY

**Board Members shall respect and adhere to all applicable legislation and regulations which deal with confidential information**

Members of the Board of Directors are expected to be knowledgeable of and take appropriate actions to ensure that various pieces of legislation are adhered to including, but not limited to:

- Conservation Authorities Act, R.S.O. 1990, c. C.27, as amended
- Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50, as amended
- Municipal Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c. M.56, as amended

#### 3.1 In Camera Sessions

**Board Members shall not disclose the content of a matter that has been discussed or the substance of deliberations of a closed session, except for content that has been authorized by the Board of Directors to be released to the public**

All discussions held in camera by the Board of Directors are to be considered confidential and be treated as such. Only the Board of Directors may authorize, through resolution, the release of any information, at its sole discretion, where it is not in contravention of any existing statute or regulation.

#### 3.2 Release of Confidential Information not Allowed

**Members shall not disclose or release, by any means or in any format, any confidential information acquired by being a Board Member except when required by law or authorized by the Board of Directors**

Confidential information includes any information that is of a personal nature to CVCA employees, clients or information in the custody of or under the control of the CVCA including the Board Members that is not available to the public and that, if disclosed, could result in loss or damage to the CVCA or could give the person to whom it is disclosed an advantage.

#### 3.3 Members not to Seek Access to Confidential Information

**Board Members shall not access, or attempt to gain access, to confidential information in the possession of the CVCA unless it is necessary for the performance of their duties and not prohibited by law or Council policy.**

Board Members shall not be given access to confidential information held by CVCA except where it has a direct bearing on any matter for which they are directly responsible as a member of the Board of Directors.

### **3.4 Responsibility Carries Forward Appointment to the Board of Directors**

**The obligation to keep information confidential is a continuing obligation even after the Board Member ceases to be a part of the Board of Directors**

Upon being duly appointed by a Municipality, a Board Member shall be bound by this Code of Conduct. The elements of this Code of Conduct carry with the Board Member even after they cease to be a duly appointed member of the Board of Directors. This is particularly related to any confidential information the individual may have had access to while carrying out their role and duties as a duly appointed member of the Board of Directors.

## **4.0 CONFLICT OF INTEREST**

**Board Members will recognize their obligations to follow and respect the provisions of the *Municipal Conflict of Interest Act***

Under definitions of the Municipal Conflict of Interest Act (MCIA) a “local board” includes “... conservation authority”. As a result, representatives duly appointed to the CVCA Board of Directors are bound by this legislation.

### **4.1 Declaration of pecuniary interest**

**Board Members must publicly declare any direct or indirect pecuniary interests**

Under MCIA it is the responsibility of all Board Members to declare direct or indirect pecuniary interest when one exists or may exist.

### **4.2 Withdrawal from direct involvement and comment**

**Board Members must withdraw from direct and indirect involvement and refrain from any comment on an issue which might influence the decision when a pecuniary interest exists**

Where a pecuniary interest exists, direct or indirect, Board Members are required to withdraw from all direct and indirect involvement and refrain from any comment on the subject matter.

### **4.3 Eligibility to vote**

### **Board Members are not eligible to vote on the matter when a pecuniary interest exists**

When involved in a matter of pecuniary interest, Board Members are not allowed to participate in voting or discussion on the subject matter.

#### **4.4 Attendance while matter being discussed**

**Board Members shall not participate in any discussion held during a CVCA Board of Directors meeting when a matter in which they have declared a direct or indirect pecuniary interest is debated**

Board Members need not physically remove themselves from the Board of Directors table, but shall not participate in any discussion held during a portion of a Board of Directors meeting while a matter in which they have declared a pecuniary interest is being discussed.

#### **4.5 Attendance while a confidential matter is discussed**

**Board Members shall temporarily leave a CVCA Board of Directors meeting if the matter is of a confidential nature and for which they have declared a direct or indirect pecuniary interest**

Board Members shall physically remove themselves from the room in which the Board of Directors is meeting when the meeting is not open to the public and the matter being discussed is one in which they have declared a pecuniary interest.

#### **4.6 Board Member may rejoin meeting**

**Board Members may rejoin a Board of Directors meeting once a matter for which they had direct or indirect pecuniary interest has been dealt with**

Once a matter in which a Board Member has identified a pecuniary interest has been discussed the Board Member shall be invited to rejoin the meeting in progress.

## **5.0 STAFF RELATIONS**

**Board Members will respect the role and function of CVCA employees**

Board Members may be elected municipal legislators who are duly appointed to the CVCA Board of Directors. CVCA employees are accountable to the General Manager and are responsible for:

- Upholding applicable federal and provincial legislation, regulations, policies, and directives
- Implementing the formal decisions made by the Board of Directors
- Ensuring the efficient and effective operation of CVCA programs, projects, and services

### 5.1 Board Members not to influence Employees

**Board Members shall acknowledge and respect the fact that CVCA employees work for the CVCA as a corporate body and are responsible for making recommendations that reflect their professional expertise and corporate objectives, without undue influence from any Board Member**

In order to maintain their professional credibility, CVCA staff must be free of political influence when it comes to the administration of their duties. Board Members are therefore not allowed to try to exert any undue influence on the recommendations or decisions of CVCA employees. As such, Board Members may only give direction through formal directives or approved resolutions made at CVCA Board of Director meetings.

### 5.2 Staff Responsible for Carrying out Direction of Board of Directors

**Board Members shall respect the fact that CVCA employees carry out the directions of the Board of Directors as a whole and administer the policies of the CVCA**

CVCA employees are required to carry out the formal directions of the Board of Directors and the General Manager where such direction is not in contravention of any existing policy, legislation, regulation, Ministerial Order, legal judgement or resolution. Staff are not required to carry out any requests made by a Board Member that is not part of an official direction from the Board of Directors as reflected in the meeting minutes.

### 5.3 Board Members not to influence staff decisions

**Board Members shall refrain from using their position to improperly influence employees in their duties or functions to gain an advantage for themselves or others for personal gain**

Board Members shall not attempt to exert any influence on staff in carrying out their professional duties or functions so as to gain any personal advantage or for the advantage of others.

### 5.4 Board Members to publicly support efforts of staff

**Board Members shall refrain from publicly criticizing CVCA employees, in a way that casts or implies aspersions on their professional competence and credibility**

CVCA staff are responsible for administering the policies, programs, projects, and services on behalf of the Board of Directors. This cannot be done effectively without full public support of the Board of Directors.

## 5.5 Staff involvement in political activities

### **Board Members shall not compel CVCA employees to engage in partisan political activities**

CVCA staff must always appear to be objective and unbiased while carrying out their professional duties. As a result staff shall not become involved in any partisan political activities that would jeopardize these duties.

## 5.6 Legal Actions/Pending Actions

### **Board Members are prohibited from bringing legal action, or be involved in a legal action, against the CVCA while duly appointed to the CVCA Board of Directors**

Board Members must undertake their roles and duties unencumbered by any involvement in current or pending legal action(s) against the CVCA.

## 5.7 Conflict

### **A Board Member shall weigh the merits of an issue and vote accordingly when they find themselves in a conflict between the CVCA and their responsibilities to their respective organization**

On occasion, there may be a clash between CVCA's objectives and those of one or more other organizations. In these cases Board Members shall carefully weigh the arguments and vote (or abstain from voting) according to what they, as public officials, think is the best decision given the unique circumstances of each situation.

## 6.0 GIFTS AND BENEFITS

### **Board Members may only accept gifts and benefits according to prescribed rules outlined in this Code of Conduct**

To ensure impartial and transparent decision-making, Board Members may only accept gifts and benefits under certain conditions.

### 6.1 Perceived obligation or special consideration

#### **Board Members shall not accept gifts that may be perceived to create any obligation or special consideration**

Board Members shall not accept any gift, benefit, service, entertainment or hospitality which could be seen to compromise their decision on a matter or create any obligation or special consideration by an individual, group or organization.



## 6.2 Gifts through protocol or social obligation

### **Board Members may only accept gifts that are received as part of normal protocol or social obligation**

Board Members may only receive a gift, hospitality or entertainment that is received as an incident of protocol or social obligation that normally accompanies the responsibilities of being a member of the CVCA Board of Directors. For example, if a Board Member is asked to speak at a meeting or function as a representative of CVCA, the Board Member may accept a gift given as a gesture of thanks for their time and effort. In these cases, there would be no perceived obligation or special consideration being placed on the Board Member.

## 6.3 Gifts received not in keeping with policy

### **A Board Member who receives a gift while acting as a representative of the CVCA that does not meet the tests in 6.1 and 6.2 must submit the gift to the General Manager for further consideration**

When a Board Member receives a gift while acting as a representative of the CVCA that does not meet the test in 6.1 or 6.2, the Board Member will forward the gift to the General Manager. The General Manager will:

- direct the gift to a local charity
- log the gifts received
- send a letter of appreciation to the donor, where appropriate, advising their gift will benefit a local charity.

## 6.4 Expense claims

### **Board Members are required to submit written expense claims with the necessary accompanying documentation**

Board Members may claim expenses normally incurred in the conduct of their responsibilities at events which are supported by the CVCA Board of Directors upon submission of acceptable expense receipts.

## 7.0 COMMUNICATIONS AND MEDIA RELATIONS

### **Members of the Board of Directors are expected to represent the CVCA in a fair and balanced manner**

Board Members both represent and are ambassadors for the CVCA. They are expected to portray the corporation in a positive and professional manner.

## 7.1 Respect for Decision-Making Process

**Board Members shall show respect for the decision making process of the Board of Directors**

Information concerning the adoption of policies, procedures and decisions of the CVCA Board of Directors shall be conveyed openly and accurately.

## 7.2 Accurate Representation of Board Decisions

**Board Members shall accurately communicate the decisions of the Board of Directors even if they disagree with the decision.**

Board Members are expected to provide a fair and balanced account of the issues, the discussion surrounding them, and the reasons certain decisions were made.

## 7.3 Confidential Information Released only with Board Approval

**Confidential information may be communicated only when approved by the Board of Directors**

Board Members are bound by the Municipal Freedom of Information and Protection of Privacy Act and therefore must not communicate any confidential information until the Board of Directors has approved its release.

## 8.0 CORPORATE RESOURCES

**Board Members may only use corporate resources for official CVCA business**

Board Members may only use Corporate Resources for:

- activities connected with the discharge of their official CVCA duties
- associated community activities having the sanction of the Board of Directors or any of its subcommittees

## 9.0 COMPLAINT PROCEDURE

**Complainants may use two different complaint procedures to indicate concerns regarding perceived breaches of the policies of the Code of Conduct**

The Code of Conduct provides for two complaint procedures:

1. Informal Complaint Procedure
2. Formal Complaint Procedure

## 9.1 Informal Complaint Procedure

**Informal Complaint Procedure is designed to provide an opportunity to immediately identify and address behaviours and activities which are considered to be in contravention of the Code of Conduct**

The Complainant shall:

1. Advise the Board Member that his/her behaviour or activity contravenes the Code of Conduct;
2. Request that the Board Member immediately discontinue the prohibited behaviour or activity;
3. Keep a written record of the incident including date, time, location, other persons present, and any other relevant information;
4. If applicable, advise the Board Member regarding his/her satisfaction with the response, or, if applicable; advise the Board Member of his/her dissatisfaction with the response; and,
5. Consider the need to pursue the matter in accordance with the formal complaint procedure outlined in Option B, or in accordance with an applicable judicial process.

An individual is encouraged to initially pursue the informal complaint procedure as a means of stopping and remedying a behaviour or activity that is prohibited by the Code. 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.

## 9.2 Formal Complaint Procedure

**A Formal Complaint Procedure will be used in situations where the Informal Complaint Procedure does not result in a satisfactory resolution to the issue surrounding the Board Member(s) behaviour or activities in relation to the Code of Conduct or to stop a behaviour or activity that is prohibited by the Code of Conduct.**

The Complainant shall submit:

1. A completed signed form as provided by the General Manager of CVCA;
2. The Complaint Review Request form shall be submitted to the CVCA General Manager by mail or personal delivery.
3. The Complaint Review Request shall be issued a file number by the CVCA General Manager for tracking purposes. The number shall consist of the year the request was received followed by a consecutive number as assigned to complaint review requests for that year.
4. Upon receipt of a complete Complaint Review Request, the CVCA General Manager shall prepare an information package that shall include the following:
  - a. The Complaint Review Request form;

- b. A copy of the Code of Conduct;
  - c. Such other information or documentation that the General Manager deems relevant.
- 5. A Special Committee made up of three (3) members of the Board of Directors not directly involved in the complaint shall be formed by the Chair to address the complaint. In the case where the Chair is involved in the complaint, one of the Vice-Chairs of the Board of Directors will form the Special Committee.
- 6. The members of the Special Committee will be selected, in alphabetical order by last name, from the full Board of Directors roster. If one or more of these Board Members cannot, or does not wish to be a member of the Special Committee, the next Board Member (alphabetically) will be appointed to the Special Committee. Subsequent Special Committees for this purpose will be selected similarly from the next three (3) members alphabetically.
- 7. The information package referred to above shall be forwarded to the Special Committee in hard copy format by courier or first class mail, whichever is deemed appropriate under the circumstances.
- 8. The CVCA General Manager shall submit a report to the Board of Directors in open session at a regularly scheduled Board meeting advising that a complaint review request has been received, providing the following information:
  - a. Name of Alleged Offender
  - b. Name of Complainant
  - c. The provision of the Code allegedly contravened
  - d. Facts constituting the alleged contravention
  - e. File number of the request
  - f. Date of request
- 9. The Special Committee shall meet within thirty (30) days of receipt of the information package and make written recommendations as to the appropriate measures to be taken by the Board of Directors and to be tabled in open session at the next regularly scheduled Board of Directors meeting.
- 10. The Board of Directors shall receive the recommendations from the Special Committee and make an official, recorded determination of the appropriate action(s) to be taken, if any.

## 10.0 IMPLEMENTATION

### **The General Manager will develop an education/orientation program designed to inform Board Members of their roles and responsibilities with respect to the Code of Conduct**

The General Manager will ensure Board Members are made fully aware of the roles and responsibilities with respect to various applicable legislation and regulations as well as that contained in this Code of Conduct through an education/orientation program. Each Board Member is required to sign the Code of Conduct acknowledgement form.

## 10.1 Education

**The CVCA General Manager will ensure members of the Board of Directors are aware of their obligations and responsibilities under the Municipal Conflict of Interest legislation and the CVCA Code of Conduct Policy.**

At the beginning of each term, and upon appointment of a new/replacement member of the Board of Directors, the CVCA General Manager will provide each Member of the Board of Directors with:

1. a copy of this Code of Conduct policy;
2. a copy of the Municipal Conflict of Interest legislation;
3. an oral overview of the Board of Directors responsibilities under the legislation and the CVCA Code of Conduct as part of the orientation process; and
4. an “Agreement to Adhere to the Code of Conduct” form (attached Appendix 1) to be signed by each member of the Board of Directors indicating that they have read, understood, and will abide by the Code of Conduct.

## 11.0 NON-COMPLIANCE

**Failure to comply with these policies may result in one or more reprimands, actions, or sanctions**

A series of escalating reprimands, in the order listed below, may be undertaken where a majority vote of the members in attendance at the Board of Directors meeting where the report of the Special Committee is received and discussed:

1. Repayment or reimbursement of moneys received, where applicable.
2. Return of property or reimbursement of its value, where applicable
3. A request for an apology to the Board of Directors, the Complainant, or both
4. A verbal reprimand by the Board of Directors
5. A written reprimand by the Board of Directors
6. A written reprimand with copies sent from the Board of Directors to the Clerk of the Municipality for which the member is the representative
7. Suspension of the remuneration paid to the member of the Board of Directors for a period of up to 90 days
8. A written petition to the Council of the Member’s Municipality to have the Member removed from the CVCA Board of Directors

## Agreement to Adhere to the Crowe Valley Conservation Authority Board of Directors Code of Conduct

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I, \_\_\_\_\_, as duly appointed to the Board of  
Directors for the Crowe Valley Conservation Authority representing the Municipality of

\_\_\_\_\_

for the period of my appointment commencing \_\_\_\_\_ (date)

do hereby agree to comply with the Code of Conduct.

### **Board Member**

\_\_\_\_\_  
Name (print)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Witness (print name)

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Witness Signature

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Date