

**Governance Committee Meeting
Wednesday, July 24, 2018
3:00 p.m.
Ball's Falls Centre for Conservation
Glen Elgin Room
3292 Sixth Avenue, Jordon, ON**

A G E N D A

1. ADOPTION OF AGENDA

- a) Addition of items
- b) Change in order of items
- c) Adopt Agenda

2. DECLARATION OF CONFLICT OF INTEREST

3. PRESENTATIONS (and/or Delegations)

There are no presentations or delegations scheduled for the meeting.

4. BUSINESS FOR INFORMATION

There is no business for information.

5. BUSINESS FOR CONSIDERATION

- a) Minutes of the NPCA Governance Committee meeting dated March 27, 2019
- b) Report No. GC-05-19 RE: Administrative By-Law Update
- c) Report No. GC-06-19 RE: Board and Board Member Assessment
- d) Report No. GC-07-19 RE: Integrity Commissioner (Report to be tabled pending availability of additional information)
- e) Report No. GC-08-19 RE: FOI Coordinator and Head

Page # 1

Page # 5

Page # 82

Page # 98

6. NEW BUSINESS

7. ADJOURNMENT



**NIAGARA PENINSULA CONSERVATION AUTHORITY (NPCA)
GOVERNANCE COMMITTEE
MEETING MINUTES**

Wednesday, March 27, 2019
9:30 a.m.
Ball's Falls Centre for Conservation
Glen Elgin Room
3292 Sixth Avenue, Jordan, ON

MEMBERS PRESENT: B. Clark (Chair)
R. Foster
R. Shirton
D. Bylsma

MEMBERS ABSENT: D. Huson

STAFF PRESENT: G. Wood, Interim CAO / Secretary - Treasurer
G. Bivol, Interim Clerk

The Committee Chair called the meeting to order at 9:30 a.m.

1. ADOPTION OF AGENDA

1.1 Addition of Items

None.

1.2 Change in Order of Items

None.

1.3 Motion to Adopt Agenda

Recommendation No. GC-08-2019

Moved by Member Foster

Seconded by Member Bylsma

THAT the agenda of the NPCA Governance Committee meeting dated March 27, 2019 be adopted.

CARRIED

2. DECLARATION OF CONFLICT OF INTEREST

None declared.

3. PRESENTATIONS (and/or Delegations)

3.1 None.

4. BUSINESS FOR INFORMATION

4.1 None.

5. BUSINESS FOR CONSIDERATION

5.1 Report No. GC-01-19 RE: Governance Committee – Final Terms of Reference

Recommendation No. GC-09-2019

Moved by Member Bylsma

Seconded by Member Foster

1. **THAT** Report No. GC-01-19 regarding the Governance Committee's final Terms of Reference be received.
2. **AND THAT** the NPCA Governance Committee's direction at the meeting of March 27, 2019 with respect to content for the final Terms of Reference be incorporated into the document and submitted to the Board of Directors for final approval.

CARRIED

5.2 Report No. GC-02-19 RE: NPCA Administrative By-Law

Recommendation No. GC-10-2019

Moved by Member Bylsma

Seconded by Member Shirton

1. **THAT** Report No. GC-02-19 regarding the NPCA's Administrative By-Laws be received.
2. **AND THAT** changes to the NPCA Administrative By-Law in relation to the Code of Conduct and Conflict of Interest as contained in Report No. GC-02-19 be recommended to the Board of Directors for approval.

CARRIED

Recommendation No. GC-11-2019

Moved by Member Foster

Seconded by Member Shirton

THAT staff explore the feasibility of retaining an integrity commissioner for the NPCA and report back to the Governance Committee.

CARRIED

5.3 Report No. GC-03-19 RE: Public Sector Salary Disclosure Act

Recommendation No. GC-12-2019

Moved by Member Foster

Seconded by Member Shirton

1. **THAT** Report No. GC-03-19 regarding the *Public Sector Salary Disclosure Act, 1996* be received.
2. **THAT** commencing in 2020, all NPCA staff earning more than \$100,000 annually be required to publicly declare their name, position, salary and total benefits in accordance with the intent of the *Public Sector Salary Disclosure Act*.
3. **THAT** to demonstrate leadership regarding the intent of the *Public Sector Salary Disclosure Act*, the Interim CAO/ST and permanent CAO/ST be required to declare their name, position, salary and total benefits on the NPCA website in 2019.
4. **AND THAT** Salary ranges and corresponding positions at the NPCA exceeding \$100,000 annually be identified on the NPCA website.

CARRIED

5.4 Report No. GC-04-19 RE: Resolution from Niagara Region Regarding Representation

Recommendation No. GC-13-2019

Moved by Member Foster

Seconded by Member Bylsma

1. **THAT** Report No. GC-04-19 respecting the correspondence from Niagara Region dated March 1, 2019 regarding Niagara Region representation on the NPCA be received.
2. **THAT** the NPCA inform the Region that appointment of Members to the Board exceeds the jurisdiction of the NPCA under the *Conservation Authorities Act*.
3. **THAT** the NPCA decline to comment on member municipality appointments to the Board.
4. **AND THAT** a general list of skills and competencies required for Board Members be prepared and circulated to member municipalities for consideration.

CARRIED

5.5 Minutes of the NPCA Governance Committee meeting dated February 4, 2019

Recommendation No. GC-14-2019

Moved by Member Shirton

Seconded by Member Foster

1. **THAT** the minutes of the meeting of the NPCA Governance Committee dated February 4, 2019 be adopted.
2. **AND THAT** Section 5.4 to 5.7 of Item 6.2 Administrative By-laws be returned

Page | 3

to staff for a report on the designation of the responsibilities between the Head and the F.O.I. Co-Ordinator.

CARRIED

6. NEW BUSINESS

None.

7. ADJOURNMENT

Recommendation No. GC-15-2019

Moved by Member Shirton

Seconded by Member Foster

THAT the meeting of the NPCA Governance Committee does hereby adjourn at 11:34 a.m..

CARRIED

Brad Clark,
Committee Chair

Grant Bivol,
Interim Clerk

Report To: Chair and Members of the Governance Committee

Subject: Administrative By-Law Update

Report No: GC-05-19

Date: July 24, 2019

RECOMMENDATION:

1. That Report No. GC-05-19 regarding updates to the NPCA's Administrative By-Law **BE RECEIVED.**
2. That changes to the NPCA Administrative By-Law dated July 24, 2019 **BE RECOMMENDED** to the Board of Directors for approval.

PURPOSE:

The purpose of this Report is to review recommended changes to sections of the Administrative By-Law.

DISCUSSION:

The Governance Committee has reviewed and updated the NPCA Administrative By-Law at two meetings – February 4, 2019 and March 27, 2019.

At the February 4th meeting, changes to the Administrative By-Law were approved in relation to Per Diems, Honorariums, Expenses, Mileage, and Freedom of Information.

At the March 27th meeting, the Committee provided direction to revise the Conflict of Interest Guidelines and Code of Conduct.

Staff were provided direction to complete further revisions to the By-Law for review by the Governance Committee at their July meeting.

Appendix 1 to this Report provides a “red line revision document” which shows approved changes to the Administrative By-Law and recommendations for further change.

FINANCIAL IMPLICATIONS:

Board per diems and staff salaries cover the costs to review the NPCA Administrative By-Law.

RELATED REPORTS AND APPENDICES:

Appendix 1: NPCA Administrative By-Law – Draft – July 24, 2019

Submitted by:

Original Signed by

D. Gayle Wood
Interim CAO/Secretary-Treasurer

Report prepared in consultation with the Interim Clerk



Niagara Peninsula Conservation Authority Administrative By-law

WORKING DRAFT REVISION – JULY ~~24~~³, 2019

Including Governance Committee recommendations

**Niagara Peninsula Conservation Authority Administrative By-
Law**

Table of Contents pages require re-numbering

I.	Background	5
1.	Amendments to the Conservation Authorities Act	5
II.	NPCA Administrative By-Law	7
	Introduction	7
	NPCA Mandate	7
	NPCA Mission	7
A.	Definitions	8
B.	Governance	9
1.	Board Members	9
2.	Manadatory Responsibilities of Board Members	9
3.	Duties of Officers	14
4.	Standing Committees	16
5.	Honourariums, Per Diems, Expenses and Mileage	17
6.	Records Retention	18
C.	Meeting Procedures	19
1.	Quorum	19
2.	Annual Meeting	19
3.	Duties of the Chair for the NPCA Board	19
4.	Conduct of Members of the Public, Community Agencies & Media	20
5.	Freedom of Information	21
6.	Notice of Meeting	21
7.	Agenda for Meeting	23
8.	Disclosure of Pecuniary Interest	24
9.	Notice of Motion	25
10.	Delegations	26
11.	Meetings with Closed Session	27
12.	Vote	28
13.	Minutes	29
14.	Live Streamed / Recorded Full Authority Meetings	30
15.	General	30

1.0	Approval of By-Law and Revocation of Previous By-Law(s)	31
2.0	Appendices to the Administrative By-Law	32
Appendix 1 – Code of Conduct		32
1.	Preamble	32
2.	General	32
3.	Gifts and Benefits	32
4.	Conflict of Interest Guidelines	33
5.	Confidentiality	33
6.	Use of Authority Property	34
7.	Work of Political Nature	34
8.	Attendance at Authority Meetings	35
9.	Conduct at Authority Meetings	35
10.	Influence on Staff	36
11.	Business Relations	36
12.	Encouragement of Respect for Corporation and Its Policies	36
13.	Harassment	37
14.	Operational Concerns or Complaints	37
15.	Breach of Conduct	38
16.	Interpretation	39
17.	Complaint Process	39
Appendix 2 – Conflict of Interest		40
Appendix 2 3 - Procedure for Election of Officers		41
1.	Election of Chair and Vice-Chair	41
Appendix 3 4 - Hearing Procedures		42
1.	Introduction	42
2.	Pre-Hearing Procedures	42
3.	Hearing	45
4.	Decision	48
5.	Record	49
Appendix 4 5 – Common Motions		58
1.	Motion to Adjourn	58
2.	Motion to Amend	58
3.	Motion to Censure	59

4. Motion to Close Debate (Previous Question)	59
5. Motion to Postpone Definitely	59
6. Motion to Postpone Indefinitely	59
7. Motion to Reconsider	60
8. Motion to Refer (to Committee)	60
9. Motion to Suspend the Rules (Waive the Rules)	61
10. Motion to Table	61
11. Point of Order	61
12. Point of Personal Privilege	62

I. Background

1. Amendments to the Conservation Authorities Act

The *Conservation Authorities Act*, as amended by the *Building Better Communities and Conserving Watersheds Act, 2017*, and *Bill 108, More Homes, More Choices Act, 2019* provides direction for conservation authorities to make such by-laws as are required for its proper administration. These new bylaws will replace administrative regulations created under the repealed Section 30 of the Act. Current administrative bylaws dated September 19, 2018 with the approval of this Administrative By-Law. will cease to be in force upon the earlier of a) December 12, 2018 (one year after Section 19.1 came into force), or b) the day the regulation is revoked by the authority.

Section 19.1 of the 2017 Act, sets out the requirements for by-laws as follows. It is important to note that Section 40 (3) (a) of Bill 108 states that" the Minister may make regulations prescribing matter that may be the subject of by-laws under clause 19.1 (1) (j). These regulations had not been passed at the writing of this updated Administrative By-Law.:

By-laws

19.1 (1) An authority may make by-laws,

- (a) respecting the meetings to be held by the authority, including providing for the calling of the meetings and the procedures to be followed at meetings, specifying which meetings, if any, may be closed to the public;
- (b) prescribing the powers and duties of the secretary-treasurer;
- (c) designating and empowering officers to sign contracts, agreements and other documents on behalf of the authority;
- (d) delegating all or any of its powers to the executive committee except,
 - (i) the termination of the services of the secretary-treasurer,
 - (ii) the power to raise money, and
 - (iii) the power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the authority;
- (e) providing for the composition of its executive committee and for the establishment of other committees that it considers advisable and respecting any other matters relating to its governance;
- (f) respecting the roles and responsibilities of the members of the authority and of its officers and senior staff;
- (g) requiring accountability and transparency in the administration of the authority including,
 - (i) providing for the retention of records specified in the by-laws and for making the records available to the public,
 - (ii) establishing a code of conduct for the members of the authority, and
 - (iii) adopting conflict of interest guidelines for the members of the authority;
- (h) respecting the management of the authority's financial affairs, including auditing and reporting on the authority's finances;
- (i) respecting the by-law review required under subsection (3) and providing for the frequency of the reviews; and
- (j) respecting such other matters as may be prescribed by regulation.

Conflict with other laws

(2) If a by-law made by an authority 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 the Act or regulation prevails.

Periodic review of by-laws

(3) At such regular intervals as may be determined by by-law, an authority shall undertake a review of all of its by-laws to ensure, amongst other things, that the by-laws are in compliance with any Act referred to in subsection (2) or any other relevant law.

By-laws available to public

(4) An authority shall make its by-laws available to the public in the manner it considers appropriate.

Transition

(5) An authority shall make such by-laws under this section as are required for its proper administration,

- (a) in the case of an authority that was established on or before the day section 16 of Schedule 4 to the *Building Better Communities and Conserving Watersheds Act, 2017* comes into force, within one year of that day; and
- (b) in the case of an authority that is established after the day section 16 of Schedule 4 to the *Building Better Communities and Conserving Watersheds Act, 2017* comes into force, within one year of the day the authority is established.

Same

(6) Despite the repeal of section 30 by section 28 of Schedule 4 to the *Building Better Communities and Conserving Watersheds Act, 2017*, a regulation that was made by an authority under that section continues in force after the repeal until the earlier of,

- (a) the day that is one year after the day section 16 of Schedule 4 to the *Building Better Communities and Conserving Watersheds Act, 2017* comes into force; and
- (b) the day the regulation is revoked by the authority.

Direction by Minister

(7) The Minister may give an authority a written direction to make or amend a by-law on any matter described in subsection (1), in accordance with the direction, within such period of time as may be specified in the direction.

Compliance

(8) The authority that receives a direction under subsection (7) shall comply with the direction within the time specified in the direction.

Regulation where failure to comply

(9) If an authority fails to adopt a by-law in accordance with the direction made under subsection (7), the Minister may make regulations in relation to the matters set out in the direction that are applicable in the area of jurisdiction of the authority.

Same

(10) Any regulation made by the Minister under subsection (9) prevails over any conflicting by-law that the authority may have adopted.

II. NPCA Administrative By-Law

Introduction

A Conservation Authority is a non-share corporation, established under Section 3 of the *Conservation Authorities Act*, with the objects to provide, in the area over which it has jurisdiction, programs and services designed to further the conservation, restoration, development and management of natural resources other than gas, coal and minerals.

Under the Act, municipalities within a common watershed are enabled to petition the province to establish a conservation authority. The purpose of the Act is to provide for the organization and delivery of programs and services that further the conservation, restoration, development and

management of natural resources in watersheds in Ontario. The Authority is comprised of its Members, appointed as representatives by the participating municipalities (Niagara Region, City of Hamilton, Haldimand County). ~~Include Bill 108~~

NPCA Mandate

As prescribed by the Conservation Authorities Act, Section 20 outlines the objects of the Authority:

To establish and undertake programs and services, on a watershed basis, to further the conservation, restoration, development, and management of natural resources; and

Bill 108 will As prescribed by Provincial Regulations to list specific programs and services that are required to be provide by an authority. Further, Scheudle 2 of Bill 108:

Imposes on every member of an authority to act honestly and in good faith with a view to furthering the objects of the authority.

~~To protect people and property by regulating, and risk mitigating development through reviewing and commenting on applications, issuing permits, and ensuring policy compliance within the appropriate legislative and regulatory framework.~~

NPCA Mission

As outlined in the NPCA Strategic Plan, 2018-2021 the mission of the NPCA is:

To implement our Conservation Authorities Act mandate by remaining a responsive, innovative, accountable and financially sustainable organization.

Our success in meeting our mission is dependent upon working in collaboration with our partners in conservation. Ensuring the future viability of the Niagara Peninsula watershed is a shared responsibility.

~~Mandate and Mission as per the 2018 – 2021 NPCA Strategic Plan~~

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A. Definitions

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

“Authority” means the Niagara Peninsula Conservation Authority

“Board Members” means the appointed members to the Authority by the participating municipalities (Niagara Region, City of Hamilton, Haldimand County) within the watershed.

“Call of the Chair” shall mean the Chairperson of the Niagara Peninsula Conservation Authority will make the decision to have a meeting and will inform the Chief Administrative Officer/Secretary-Treasurer or designate and that person will ensure action if it is necessary.

“Chair” shall mean the Chairperson as elected by the Board Members of the Niagara Peninsula Conservation Authority.

“CAO/Secretary Treasurer” means the Chief Administrative Officer of the Authority which includes the responsibilities of the Secretary Treasurer.

~~**“Clerk”** means the Clerk of the NPCA and any other employee of the NPCA delegated to carry out the responsibilities of recording secretary on a temporary basis.~~

“Fiscal Year” means 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.

“Majority” means half of the votes plus one.

“Officer” means a member of the Authority and the CAO/Secretary-Treasurer.

“NPCA” means the “Authority” or the “Niagara Peninsula Conservation Authority”.

~~**“Per Diem”** means a per diem is the daily rate is the rate established by the board that applies to the Chair, Vice-Chair and Board Members for service to the Authority in attendance at Authority Board meetings and Standing Committee meetings as previously approved by the board, 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.~~

“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.

“Staff” shall mean staff members employed at the Niagara Peninsula Conservation Authority.

“Vice-Chair” shall mean the Vice-Chairperson as elected by the Board Members of the Niagara Peninsula Conservation Authority.

B. Governance

1. Board Members

1.1 Membership of the Niagara Peninsula Conservation Authority includes three (3) participating municipalities: Region of Niagara, City of Hamilton, and Haldimand County

1.2 The Niagara Peninsula Conservation Authority Board comprises all members appointed by the participating municipalities in accordance with Section 14 and Section 2 (2) of the Act.

1.3 The following represent the number of representatives that the participating municipalities may appoint:

Region of Niagara	As appointed by the regional municipality, one member from each of their twelve (12) local municipalities for a total of 12 members
City of Hamilton	Two members Four Members
Haldimand County	One member Two members

1.4 A Board Member shall be appointed for a term of up to four years, after each municipal election as may be determined by the participating municipalities (Niagara Region, City of Hamilton, Haldimand County) that appoints the member. A member may be replaced by the participating municipality (Niagara Region, City of Hamilton, Haldimand County) that appointed the member.

1.5 The Board Members shall approve all policies and procedures of the Niagara Peninsula Conservation Authority, approve the budget with or without revisions, give direction on priority of programs and projects and are generally responsible for other matters as required by the Conservation Authorities Act and Regulations.

2. Mandatory Responsibilities of Board Members

2.1 Bound by Conservation Authorities Act

The Niagara Peninsula Conservation Board is bound by the *Conservation Authorities Act*, where:

Section 20 of the *Conservation Authorities Act* defines the mandate of a Conservation Authority as follows:

"The objects of an authority are to provide, in an area over which it has jurisdiction, programs and services designed to further the conservation, restoration, development and management of natural resources other than gas, oil, coal and minerals."

Section 21(1) of the Conservation Authorities Act, as amended by Bill 108 specifically outlines programs and services to accomplish its objects, a Conservation Authority has power, NOTE: "On a day to be named by proclamation of the Lieutenant Governor, Section 21 (1) of the Act will be repealed"

(a) to study and investigate the watershed and to determine programs and services whereby the natural resources of the watershed may be conserved, restored, developed and managed;

(b) for any purpose necessary to any project under consideration or undertaken by the authority, to enter into and upon any land and survey and take levels of it and make such borings or sink such trial pits as the authority considers necessary;

(c) to acquire by purchase, lease or otherwise and to expropriate any land that it may require, and, subject to subsection (2), to sell, lease or otherwise dispose of land so acquired;

(d) despite subsection (2), to lease for a term of five years or less land acquired by the authority;

(e) to purchase or acquire any personal property that it may require and sell or otherwise deal therewith;

(f) to enter into agreements for the purchase of materials, employment of labour and other purposes as may be necessary for the due carrying out of any project or to further the authority's objects;

(g) to enter into agreements with owners of private lands to facilitate the due carrying out of any project;

(h) to determine the proportion of the total benefit afforded to all the participating municipalities that is afforded to each of them;

(i) to erect works and structures and create reservoirs by the construction of dams or otherwise;

(j) to control the flow of surface waters in order to prevent floods or pollution or to reduce the adverse effects thereof;

(k) to alter the course of any river, canal, brook, stream or watercourse, and divert or alter, as well temporarily as permanently, the course of any river, stream, road, street or way, or raise or sink its level in order to carry it over or under, on the level of or by the side of any work built or to be built by the authority, and to divert or alter the position of any water-pipe, gas-pipe, sewer, drain or any telegraph, telephone or electric wire or pole;

(l) to use lands that are owned or controlled by the authority for purposes, not inconsistent with its objects, as it considers proper;

(m) to use lands owned or controlled by the authority for park or other recreational purposes, and to erect, or permit to be erected, buildings, booths and facilities for such purposes and to make charges for admission thereto and the use thereof;

(m.1) to charge fees for services approved by the Minister;

Note: *On a day to be named by proclamation of the Lieutenant Governor, clause 21 (1) (m.1) of the Act is repealed. (See: 2017, c. 23, Sched. 4, s. 19 (3))*

(n) to collaborate and enter into agreements with ministries and agencies of government, municipal councils and local boards and other organizations and individuals;

(o) to plant and produce trees on Crown lands with the consent of the Minister, and on other lands with the consent of the owner, for any purpose;

(p) to cause research to be done;

(q) generally to do all such acts as are necessary for the due carrying out of any project or as may be desirable to further the objects of the authority.

2.2 Functions of the Board

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/Ad Hoc 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 Board Members are public officials and thus have the responsibility to be guided by and adhere to the rules of conduct (Refer to Appendix 1 - Code of Conduct), explicit and implied, for all such holders of public office in the Province of Ontario. In addition, all Board Members must adhere to all applicable acts of incorporation. In the case of the Niagara Peninsula Conservation Authority, Board Members must adhere to the following:

- The *Municipal Conflict of Interest Act*;
- The *Municipal Freedom of Information and Protection of Privacy Act*;
- Ontario Regulation 139/06 Municipal Levies;
- Ontario Regulation 670/00 Conservation Authority Levies;
- Ontario Regulation 155/06 Regulation of Development, Interference with Wetlands and Alterations to Shorelines and Watercourses;
- Ontario Regulation 123 Conservation Areas – Niagara Peninsula

2.3 Ensuring Fiscal Stability of Niagara Peninsula Conservation Authority

The Board Members must ensure the financial stability of the Niagara Peninsula Conservation Authority. While the CAO/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 Niagara Peninsula Conservation Authority, and ensuring policies are in place for financial soundness.

2.4 Relationship between Board Members and CAO/Secretary-Treasurer

The Board relies on the CAO/Secretary-Treasurer to inspire, lead and manage the Niagara Peninsula Conservation Authority. The Board will forge a strong partnership with the CAO/Secretary-Treasurer, working cooperatively to achieve the mandate, mission and vision of the

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Niagara Peninsula Conservation Authority. The Board regularly evaluates the CAO/Secretary-Treasurer, measuring his/her performance against the Niagara Peninsula Conservation Authority's strategic plan and financial and human resources goals of the organization.

2.5 Relationship between Board Members and NPCA Staff

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

- If a Board Member has questions on a project or report, such questions should be referred through the CAO/Secretary-Treasurer for him/her to invite the appropriate Department lead to explain the project and answer questions.
- If a Board Member would like to volunteer to assist in a project, such actions should be taken in consultation with the CAO/Secretary-Treasurer to organize the process.
- If a Board Member receives a complaint about a staff person or would like to acknowledge a staff person, such information should go through the CAO/Secretary-Treasurer.
- If a Board Member receives a complaint from a staff person, the Board Member must advise the staff person to follow the appropriate procedure as outlined in the personnel policy.

With respect to staffing issues, the following outlines the responsibilities of the Board Members and the CAO/Secretary-Treasurer:

The Board is solely responsible for the following:

- Recruiting the CAO/Secretary-Treasurer;
- Hiring the CAO/Secretary-Treasurer; and
- Dismissing the CAO/Secretary-Treasurer.

The Board's Chair and Vice-Chair are responsible for:

- Evaluating the CAO/Secretary-Treasurer; and
- Recommending the annual salary and pay for performance of the CAO/Secretary-Treasurer for consideration to the Board Members.

The Board and the CAO/Secretary-Treasurer share the following responsibilities in that the recommendation will come from the CAO/Secretary-Treasurer and the approval will come from the Board:

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

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

- Assessing staffing requirements;
- Recruiting, hiring and dismissing staff (recruiting and dismissing senior staff should be done in consultation with the Board of Directors);
- Providing staff direction;
- Approving staff evaluations;
- ~~Implementing approved salary schedule and salary plan by setting individual staff salaries as approved by the Board of Directors.;~~
- Designing the organizational structure; and
- ~~Setting Recommending human resource and personnel policies, which have no dollar impact on the budget to the Board of Directors for approval.~~

3. Duties of Officers

3.1 Chair of the Board

- Oversees Board meetings and ensures Meeting Procedural By-Law is adhered to;
- Serves as ex-officio member of all committees;
- Works in partnership with the CAO/Secretary-Treasurer to ensure Board resolutions are carried out;
- Assists CAO/Secretary-Treasurer in preparing agendas for Board meetings where required;
- Calls special meetings if necessary;
- Periodically consults with Board Members on their roles;
- Acts as a public spokesperson for the Niagara Peninsula Conservation Authority to facilitate the mandate, mission and vision of the organization;
- Represents the Niagara Peninsula Conservation Authority at such functions as warrant the interest of the Authority except where this responsibility is specifically assigned to some other person;
- Inspires other Board Members with his or her own commitment of support, time and enthusiasm;
- Represents the Niagara Peninsula Conservation Authority at Conservation Ontario Council meetings;
- Serves as signing officer for the Niagara Peninsula Conservation Authority;
- Performs other duties when directed to do so by resolution of the Niagara Peninsula Conservation Authority;
- Keeps the Board Members apprised of significant issues in a timely fashion;
- Serves as a Member of Source Water Protection Committee and Public Advisory Committee and/ or appoints a board member to represent him / her on their behalf.
- Serves as an Authority appointee to the Niagara Peninsula Conservation Foundation.

3.2 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;
- Serves as an alternate signing officer for the Niagara Peninsula Conservation Authority;
- Keeps the Board Members apprised of significant issues in a timely fashion;
- Serves as an Alternate to Chair at Conservation Ontario Council Meetings.

3.3 CAO/Secretary-Treasurer

- Attends all Board meetings;
- Acts as Secretary-Treasurer of the Board in accordance with the Conservation Authorities Act;
- Serves as a signing officer for the Niagara Peninsula Conservation Authority;
- Keeps the Chair and Vice-Chair apprised of significant issues in a timely fashion;
- Develops for Board approval, 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 Niagara Peninsula Conservation Authority;
- Manages staff and programs of the Niagara Peninsula 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 Niagara Peninsula Conservation Authority;
- Makes recommendations to the Board regarding suggested policy changes;
- Acts as public spokesperson for Niagara Peninsula Conservation Authority in the absence of the Chair and Vice-Chair of the Board, or, on behalf of the Chair and Vice-Chair;
- Represents the Niagara Peninsula Conservation Authority at Conservation Ontario, Board, Committees and Task Force meetings;
- Negotiates and enters into contracts as approved by the board, 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;~~

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- Serves as an Authority representative on the Niagara Peninsula Conservation Foundation.

- ~~The CAO will develop~~ Develops an education /orientation program designed to inform Board Members of their roles and responsibilities with respect to the Code of Conduct. The CAO 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 the Code of Conduct (Appendix 1) through an education/orientation program. Each Board Member is required to sign an Acknowledgement Form as part of their orientation program.

3.4 Role of the Clerk

~~It is the role of the Clerk to:~~

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- ~~a) carry out the responsibilities of the Clerk to the Authority;~~
- ~~b) provide procedural advice to the Chair and to members on agenda business and on preparing motions;~~
- ~~c) ensure notice of meetings is provided as set out in this by-law;~~
- ~~d) make minor deletions, additions or other administrative changes to any by-law, motion, and/or minutes to ensure the correct and complete implementation of the actions of Board;~~
 - ~~e) authenticate by signature when necessary all resolutions, by-laws and minutes of meetings and certify copies of such documents when required;~~
 - ~~f) perform such other duties as prescribed by law, or by direction of Board.~~

~~The Clerk, or recording secretary designate, will be present at all meetings of Committee and Board.~~

4. Standing Committees

4.1 Current Standing Committees for (20198) include:

- ~~Audit and Budget Committee~~
- ~~Budget Steering Committee~~
- ~~Niagara Peninsula Conservation Authority Advisory Committee (NPCAAC) (formerly known as CLAC; amended September 20, 2017)~~
- ~~Watershed Floodplain Committee~~
- ~~Water Quality Improvement Grant Review Committee~~
- Public Advisory Committee

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

4.3 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.

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

4.5 ~~Notwithstanding the NPCAAC Terms of Reference, any standing committee of the Authority will be comprised at a minimum of one member, plus the Chair and the Vice-Chair of the Authority. Should the Chair and Vice Chair elect not to participate in a Committee, the committee membership will be at least three members. All Members of the Board may attend Standing Committee meetings and comment and participate, however, only committee members may vote at committee.~~

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4.6 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.

4.7 When a new standing committee is proposed, either the Authority Board 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.

4.8 Authority standing committees will be comprised of Authority Board Members. Other than the Source Water Protection ~~Authority Committee~~, the Board Members may invite people to participate as a committee member and/or attend committee meetings as a resource.

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

4.10 Standing Committees make recommendations only to the Board, where in turn, recommendations are considered for approval.

5. Honourariums, Per Diems, Expenses and Mileage

5.1 The Authority shall establish an honourarium rate from time to time and this rate will apply to the Chair and Vice-Chair ~~for attendance at special events, speaking engagements and functions not covered by a per diem.~~

5.2 The Authority shall establish a per diem rate from time to time and this rate will apply to the Chair, Vice-Chair and Board Members for service to the Authority in attendance at Authority Board meetings, Standing Committee ~~and Ad Hoc Committee~~ meetings, ~~and at such other business functions as may be from time to time requested by the Chair, through the Chief Administrative Officer or other such meetings previously approved by the board~~

5.3 ~~A per diem will be paid for each separate meeting attended. The per diem rate is the daily rate established by the board, and approved by the OMB, that applies to the Chair, Vice Chair and Board members for service to the Authority in attendance at Authority Board Meetings, Standing Committee meetings, Source Protection Authority meetings or other such meetings previously approved by the Authority.~~

5.4 The Chair, Vice-Chair and Board Members will be responsible for ~~advising the filing claims with the Manager, Human Resources for —Executive Assistant to the Board of~~ any per diems and mileage incurred for other than Full Authority Board Meetings or Source Protection Authority Meetings, within 30 days of the per diem or mileage being incurred.

5.5 The Authority will reimburse Board Members' travel expenses incurred for the purpose of attending meetings and/or functions on behalf of the Authority. Mileages are based on the Board Member's principle residential address in the municipality they represent.

5.6 On February 6, 2017, the Ontario Municipal Board approved the current honourarium to be set at \$6,663.08 for the Chair and \$1,299.66 for the Vice Chair and a per diem rate to be set at \$73.58 paid to members attending approved authority meetings.

~~**NOTE:** On March 7, 2013 the Ontario Municipal Board approved the per diem paid to Members "per meeting".~~

6. Records Retention

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.

C. Meeting Procedures

1. Quorum

1.1 At an NPCA Board meeting, a quorum consists of one-half of the members appointed by the participating municipalities ~~(i.e. 2018 membership was 15 appointed members from the participating municipalities, therefore quorum was eight or more appointed members).~~

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 7.0 below).

2. Annual Meeting

2.1 The annual meeting of the NPCA Board will occur on the third Wednesday of January.

2.2 Appointed members will continue to serve on the NPCA Board until the Chief Administrative Officer receives written notice that the respective members have been re-appointed or the respective members have been replaced by another appointment.

2.3 At this meeting, the election of the Chair and Vice-Chair shall occur in accordance to Appendix 3 – Procedure for Election of Officers.

2.4 Other matters considered at the Annual General Meeting include appointments to Conservation Ontario, Standing and Ad Hoc Committees, Borrowing Resourtion, NPCA Signing Authorities, appointment of auditor/solicitors, and approval of the schedule of meetings for the upcoming year.

~~3. Duties of the Chair for the NPCA Board~~

~~3.1 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. The Board Chair may expel or exclude from any meeting any person who has been ruled as disruptive to the proceedings of the Board; during or prior to a Board meeting;~~
- ~~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.~~

~~3.2 Upon request of the Chair, the Vice-Chair assumes the duties of the Chair as~~

~~described above.~~

4. Conduct of Members of the Public, Community Agencies & the Media

~~4.1 Except under the parameters of Section #11 "Meetings with Closed Sessions", all meetings of the NPCA shall be open to the public to ensure accountability and transparency.~~

~~4.2 During a meeting of the NPCA, no member of the public, community agency or media shall address the Board unless they have been approved to address the Authority as described in Section #10 "Delegations".~~

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~~4.3 Prior, during or post a meeting of the NPCA, no member of the public Community agency or media shall be abusive, insulting or threatening or make excessive noise or disturb other persons.~~

~~4.4 As determined by the Chair of the NPCA meeting or by the Chief Administrative Officer (or designate), if a member of the public, community agency or media is abusive, insulting or threatening or makes excessive noise or disturbs others, the individual(s) will be requested to leave the conservation area for the day.~~

~~4.5 In the event the individual(s) refuses to leave the conservation area for the day, the Chief Administrative Officer (or his/her delegate) will direct the Superintendent of the conservation area, or an appointed NPCA Officer, to have the individual(s) removed. Should the individual(s) refuse to leave the conservation area as requested by the Superintendent or appointed NPCA Officer, the municipal police service will be called to assist.~~

~~4.6 Should the same individual(s) repeat actions that are deemed abusive, insulting or threatening or make excessive noise or disturb other persons, the NPCA Chair may establish a period of time where the individual(s) will be denied access to the conservation area.~~

~~4.7 For individuals identifying themselves as media representatives, when requested by the NPCA Chair or Chief Administrative Officer, the media person(s) shall produce media credentials that demonstrate they are affiliated with a media association that has formally adopted a "Code of Conduct" (Appendix 1) or similar policy framework that adheres to the Canadian Association of Journalists' *Ethics Guidelines* and the associated *Principles for Ethical Journalism*. Further, the media representative(s) should be associated with a media association that has a formal appeal mechanism that is accessible by the NPCA should any reporting be deemed unfair. If the media representative(s) do not produce credentials as described, they will be treated as a member of the public.~~

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4. 5.—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. February 4, 2019 Insert the following: 5.1 The Board of Directors will adopt and supports key principles and policies providing Access by Design and Privacy by Design.

5.3 Access by Design policies will promote the view that government-held information retained by the NPCA should be routinely made available to the public, and that any exceptions should be limited, specific and in accordance with any permissible exemptions as outlined in MFIPPA when necessary.

5.4 Privacy by Design polices will provide the maximum degree of privacy by ensuring that personal data is automatically protected in any given IT system or business practice at the NPCA in full compliance with MFIPPA, as well as the Personal Information Protection and Electronic Documents Act (PIPEDA).

5.5 The Board of Directors shall appoint an MFIPPA Review Committee consisting of three board members to as Head of the Institution as pursuant to the MFIPPA.

5.6 The Board of Directors in consultation with the CAO will appoint a staff person as Freedom of Information Co-ordinator for the purposes of receiving, reviewing, responding and making recommendations to the MFIPPA Review Committee in order to comply with the Municipal Freedom of Information and Protection of Privacy Act.

5.7 The Board of Directors will appoint three board members to serve as the The MFIPPA Review Committee with the assistance of the FOI Coordinator, will assist the review and make decisions on FOI requests and/or privacy concerns in full compliance with MFIPPA and PIPEDA. and report to the Head of the Institution.

5.8 The MFIPPA Review Committee will present an annual report to the Board of Directors on FOI requests, committee decisions, appeals, and IPC Decisions. C

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the Chair

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~~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. 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 Chief Administrative Officer 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 Chief Administrative Officer 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, or priority business of a matter before the courts, all matters will be dealt with "in person" at a Full Authority Board meeting. For those planning and regulation matters requiring immediate attention, and/or matters before the courts, the Chair may call a meeting of the Board via telephone conference or other conferencing technology. Such a telephone conference meeting must have quorum of the Board Members participating and voting will be as outlined in Appendix 3.
- 6.12** Any member of the Board, with 50% support of the other Board Members, may request the Chair to call a meeting of the Board and the Chair will not refuse.
- 6.13** Notwithstanding Section 6.6 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 CAO/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 CAO/Secretary-Treasurer may, if it appears that a storm or like occurrence will prevent the Board Members from attending a meeting, postpone that meeting by advising as many members as can be reached. Postponement shall not be for any longer than the next regularly scheduled meeting date.

7. Agenda for Meeting

- 7.1** Authority staff, under the supervision of the CAO 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:
- a. Approval of Agenda
 - b. Declaration of Pecuniary Interest
 - c. Presentations/Delegations
 - d. Administrative Business
 - i. Approval of Minutes of Previous Meetings
 - ii. Business Arising from Minutes
 - iii. Correspondence
 - iv. Chair's Comments
 - v. CAO's Comments
 - e. Business – For Information (including):
 - i. Project Status Reports
 - ii. Financial Statements
 - f. Business – For Consideration
 - g. Business – In Camera
 - h. Notice of Motion
 - i. New Business
 - j. Adjournment
- 7.2** The agenda for special meetings of the Authority shall be prepared as directed by the Chair.
- 7.3** Meeting management is a fundamental responsibility of the Chair. Part of this responsibility includes agenda management. As such, it shall be the duty of the Chair, with respect to any meetings over which he/she preside, to approve the agenda prior to circulation to the Board and public as outlined in section 8.1 and within all legislative reporting requirements.
- 7.4** The circulation of reports, letters, memos, etc. outside of the agenda shall be distributed by the Office of the CAO ~~(Clerk, Office of CAO & Board and/or CAO)~~ to all Board Members. Documents should be provided in an electronic format whenever possible.
- 7.5** The business of the Board will be taken up in the order on which it appears on the agenda unless otherwise directed by the Board Chair, ~~CAO or Clerk.~~

8. Disclosure of Pecuniary Interest

- 8.1** 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.
- 8.2** 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.
- 8.3** 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.
- 8.4** 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.

9. Notice of Motion

- 9.1 Except as otherwise provided in this Regulation, a notice of motion to be made at an Authority or Committee meeting shall be given in writing and shall be delivered to the CAO/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 Committee meeting at which the motion is to be introduced.
- 9.2 The CAO/Secretary-Treasurer shall include such notice of motion in full in the agenda for the meeting concerned.
- 9.3 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.
- 9.4 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.
- 9.5 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 the majority of the members of the Authority present.
- 9.6 Any motion called from the Chair and for whatever reason deferred in three successive regular meetings of the Authority or Committee which is not proceeded with shall be deemed to be withdrawn.
- 9.7 Reconsideration of a motion previously adopted by the Authority requires a two-thirds majority of the Board (i.e. based on a membership of 15; 10 or more Members present equals two thirds majority). ~~(See Page 66).~~

10. Delegations

- 10.1 Any person or organization desiring an opportunity to address the Authority may make a request in writing to the ~~Clerk CAO/Secretary-Treasurer seven (7) fourteen (14)~~ days in advance of a scheduled meeting if such request is to be included in the agenda of that meeting. A detailed brief of their presentation, including any presentation materials to be used, outlining the request/direction the presenter is seeking from the Standing Committee or the Board and if applicable, the name, address and telephone number of any person(s) or organization which he or she represents. The brief will form part of the official record of the ~~proceedings~~ of Committee or the Board and therefore will be a public document.

10.2 The Chief Administrative Officer/Secretary-Treasurer is empowered to seek clarifications from the person or organization if the submitted statement is ambiguous and/or requires further explanation.

10.3 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 10.1 may appear before a meeting of the Authority but will be heard only if approved by a ruling of 2/3 of the Board Members of the meeting.

10.4 It will be at the discretion of the NPCA Board Chair, in consultation with the CAO ~~and Clerk~~, to determine whether the delegation is an appropriate matter to be considered by the Board.

The Board Chair, in consultation with the CAO ~~or Clerk will~~, maintain the right to refuse any delegation request, regardless of having the notice requirements met, for reasons they identify, including, but not limited to, agenda /meeting management and issues outside of NPCA mandate.

It shall be the responsibility of the CAO to communicate this decision to the individual(s) applying for a delegation.

Board Members maintain the right to overturn such decision, by a proper motion moved by and seconded by and carried by a 2/3rds majority.

10.5 Notwithstanding Section 10.2, a representative of a participating 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.

10.6 Delegations/Presentations shall be limited to a time of not more than ten (10) minutes. Board Members may limit or extend the time allowed for a presentation by a majority vote.

10.7 Delegations/Presentations shall be limited to not more than two (2) per Board meeting.

11.7(a) Presentations (NPCA staff or otherwise) addressing matters relevant to the NPCA and seeking to provide information, or receive input from the Board, or Committee will be permitted.

10.8 Presentations shall adhere to the rules of order noted under Delegations.

10.9 Delegations must abide by the Regulations and public conduct at meetings. They will accept any decisions of the Board Chair and not enter into cross debate with members, other delegations, or staff. Any discourse between members and the delegation will be limited to members asking questions for clarification and obtaining additional, relevant information only.

11. Meetings with Closed Sessions

11.1 A Meeting or part of a Meeting may be closed to the public if the subject matter being considered is: (to be further discussed by the Governance Committee)

- (a) the security of the property of the NPCA;
- (b) personal matters about an identifiable individual(s), including NPCA employees;
- (c) a proposed or pending acquisition or disposition of land by the NPCA;
- (d) labour relations, Human Resource, or employee negotiations;
- (e) litigation or potential litigation, including matters before administrative tribunals, affecting the NPCA;
- (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;

- (g) a matter in respect of which a council, board, committee or other body may hold a closed meeting under another act.
- (h) information explicitly supplied in confidence to the municipality or local board 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 municipality or local board, 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 or persons, or organization.
- (j) a trade secret or scientific, technical, commercial or financial information that belongs to the municipality or local board 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 municipality or local board.

11.2 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.

11.3 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.

11.4 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.

11.5 Any materials presented to the Board Members during a closed meeting will be returned to the CAO/Secretary-Treasurer prior to departing from the meeting.

11.6 A Meeting of the Board may be closed to the public if the following conditions are both satisfied:

- (a) The meeting is held for the purpose of educating or training the Members (?).
- (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 Board.

11.7 All deliberations while in Closed Session shall remain confidential unless otherwise agreed upon by a Majority vote of the Board. Only the final results of deliberations may be made public when such disclosure is authorized by the Board.

12. Vote

12.1 On a tie vote, the motion is lost;

13.1(a) The Chair of the Board shall only vote in a Full Authority Board meeting to break a tie or when a Recorded Vote is requested; however, as a member of any Standing Committee shall be entitled to one vote.

13.1(b) The presiding Standing Committee Chairs shall only vote in the event of a tie or when a recorded vote is requested.

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

12.3 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

12.4 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.

12.5 Before a vote is taken, any member may require 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.

12.6 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. (see O. Reg. 139/96)

12.7 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.

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

12.9 If a vote is required, upon circumstances described in Section 6.11, the Chair may direct the CAO to conduct a “telephone or email survey” and record the vote.

12.9.1 E-mail voting is not a preferred practice and should not replace the deliberative benefits of face to face meetings. In extenuating circumstances, however, email voting may be used to conduct the business.

12.9.2 E-mail votes may only be considered if the motion to be considered is time sensitive and the board is unable to meet to consider the matter in a timely fashion and/or establish quorum. Email votes may not be used for motions that require secret ballots.

12.9.3 In the event that a Chair of a committee wishes to initiate a process of e-mail voting on a motion, she/he shall adhere to the following process:

a) The Chair shall write to members of the committee with the text of the motion and any supporting materials to determine whether or not there is sufficient support for conducting an e-mail vote.

b) If at least 75 percent of the members of the committee indicate, in writing within 48 hours, that an e-mail vote is acceptable, the chair shall notify members of the committee that e-mail voting shall proceed. The first

two members of the committee who respond in the affirmative shall be deemed to be the mover and seconder of the motion.

c) If the criteria outlined in 12.9.3 b) are not met, an e-mail vote shall not be permitted.

d) Committee members shall then have 48 hours to vote on the motion.

e) Once every member of the committee has voted by e-mail, or after 48 hours have passed, the chair shall disclose the vote totals to the entire committee via e-mail and declare the motion carried or defeated.

f) The results of any voting conducted via e-mail shall be recorded in the minutes at the next meeting of the committee along with the wording of the motion.

12.10 Where any member of the Authority or Committee is acting in the place 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.

13. Minutes

13.1 The CAO/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.

13.2 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.

13.3 The Secretary-Treasurer shall send out the minutes of Board meetings to each member of the Authority.

13.4 The ~~Clerk~~ CAO/Secretary-Treasurer shall, following Full Authority Board meetings, ensure that local area municipalities are notified of any resolutions affecting areas within their jurisdiction.

13.5 The CAO/Secretary-Treasurer shall ensure that all meeting minutes are posted to the NPCA website.

14. Live Streamed / Recorded Full Authority Meetings

The NPCA may live stream and/or make video recordings of all or part of its Full Authority meeting(s) available to the public but is not obliged to do so. Where in the discretion of the NPCA a Full Authority meeting is live-streamed and/or recorded by video, the following principles shall apply:

14.1 At the start of the Full Authority meeting, the Chair shall advise all in attendance that the meeting is being recorded and/or live-streamed.

- 14.2 The Chair shall further advise those in attendance that delegates are solely responsible for all statements of fact, opinion, or of mixed fact and opinion, which they express at the Full Authority meeting. This applies whether the delegate's statements are made orally or included in written materials provided by the delegate. No endorsement by the NPCA of a delegate's statements may be implied or inferred from the communication of the statements during the course of the Full Authority meeting, or on account of the NPCA having granted permission to the delegate to make a presentation at the Full Authority meeting.
- 14.3 Wherever possible, the NPCA will advise all delegates in advance of the Full Authority meeting that their presentation may be live-streamed and the recording archived for public viewing.
- 14.4 Subject to the discretion of the Chair, the goal of the NPCA will be to post, within two business days of meeting, the archived live stream video.
- 14.5 A recorded video of a Full Authority meeting is not an official record of that meeting. The official record of the Full Authority meeting shall consist solely of the Minutes approved by the Full Authority Board.

15. General

- 15.1** All matters not specifically provided for in this By-law shall be regulated in accordance with the parliamentary procedures outlined in Bourinot's Rules of Order.

1.0 Approval of By-law and Revocation of Previous By-law(s)

Resolution number FA ~~172-17-183-18~~ is hereby repealed;

Resolution number FA ~~183-18XX~~ shall come into force on the ~~19XX~~ day of ~~September, 20189~~

Signed:

~~Lisa McManus, Clerk~~

D. Gayle Wood, Interim Chief Administrative Officer

~~Sandy Annunziata, NPCA Board Chair~~~~Dave Bylsma, Chair~~

~~Mark Brickell, NPCA CAO/Secretary-Treasurer~~

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2.0 Appendices to the Administrative By-law

Appendix 1 - Code of Conduct

1. Preamble Background

The Niagara Peninsula Conservation Authority demands a high level of integrity and ethical conduct from its Board of Directors. As such, a written Code of Conduct helps to ensure that all Directors share a common basis for generally acceptable conduct. Such formalized standards provide a reference guide to supplement legislative parameters within which Directors must operate and enhance public confidence that Directors will operate from a base of integrity, honesty, justice and courtesy.

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

The Code of Conduct will also assist Directors in dealing with confronting situations not adequately addressed or that may be ambiguous in Authority resolutions, regulations or policies and procedures

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1.1 The Code of Conduct represents general standards. It augments the laws of Ontario and NPCA Policies which govern the behaviour of Board Members. This code is not intended to replace personal ethics.

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1.2 Board Members are expected to read, understand the Code of Conduct and their obligations therein.

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2. General

2.1

All Directors, whether municipal councilors or appointed citizens of a member municipality, are expected to conduct themselves in a manner that reflects positively on the Authority.

All Directors shall serve in a conscientious and diligent manner. No Director shall use the influence of office for any purpose other than for the exercise of his/her official duties. All Directors will adhere to this Code of Conduct and:

a) Uphold the mandate, vision and mission of the Authority;

b) Consider the Authority's jurisdiction in its entirety, including their appointing municipality;

c) Respect confidentiality;

d) Approach all Authority issues with an open mind, with consideration for the organization as a whole;

e) Exercise the powers of a Director when acting in a meeting of the Authority;

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f) Respect the democratic process and respect decisions of the Board of Directors.

g) Declare any direct pecuniary interest, conflict of interest or indirect/apparent interest when one exists or may exist in the near future; and

h) Conduct oneself in a respectful, courteous and professional manner and refrain from disparaging the Authority or impugning motives against any Director or any Authority staff.

The Board governs lawfully with an emphasis on:

- a) Outward Vision;
- b) Encouragement of diversity in viewpoints;
- c) Strategic leadership more than administrative detail;
- d) Clear distinction between the Board and CAO/staff roles;
- e) Collective rather than individual decisions, and
- f) Proactive rather than reactive.

2.2 The Board commits itself to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board Members.

2.3 All Board Members shall serve in a conscientious and diligent manner.

2.4 It is expected that Board Members adhere to this code of conduct.

3. Gifts and Benefits

Directors shall no accept any fees, gifts, hospitality, social gifts or personal benefits that are connecte directly or indirectly with the performance of duties, except compensation authorized by law.

3.1 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.

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~~3.2 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.~~

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~~3.3 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 NPCA Board.~~

~~For example, if a Board Member is asked to speak at a meeting or function as a representative of NPCA, 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.~~

~~3.4 A Board Member who receives a gift while acting as a representative of the NPCA that does not meet the tests in 3.1 and 3.2 must submit the gift to the CAO for further consideration. When a Board Member receives a gift while acting as a representative of the NPCA that does not meet the test in 3.1 or 3.2, the Board Member will forward the gift to the CAO.~~

~~The CAO 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.~~

4. Conflict of Interest Guidelines

~~All Directors commit themselves and the Authority to ethical, businesslike and lawful conduct when acting as an individual Director or as the Board of Directors. Directors are bound by the *Municipal Confclit of Interest Act*. These policies are intended to assist Directors in umderstanding their responsibilites and obligations.~~

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~~As per the Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50~~

~~4.1 **Annual Review** - The Authority shall present an annual review of the *Municipal Confclit of Interest Act* to the Board of Directors (?)~~

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~~4.2 **Disclosure of Pecuniary Interest** Where a Director, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting of the Authority or any Adviosry Board or Committee at which the matter is the subject of consideration, the Director:~~

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~~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.~~

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d) Shall provide a written declaration of the interest or conflict of interest to the Clerk.

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For an indirect pecuniary interest, — refer to see Section 2 of the *Municipal Conflict of Interest Act* below. For a direct or deemed pecuniary interest, — see Section 3 of the *Municipal Conflict of Interest Act* as below.

Indirect pecuniary interest

2 For the purposes of this Act, a member has an indirect pecuniary interest in any matter in which the council or local board, as the case may be, is concerned, if

(a) the member or his or her nominee,

(i) is a shareholder in, or a director or senior officer of, a corporation that does not offer its securities to the public,

(ii) has a controlling interest in or is a director or senior officer of, a corporation that offers its securities to the public, or

(iii) is a member of a body,

that has a pecuniary interest in the matter; or

(b) the member is a partner of a person or is in the employment of a person or body that has a pecuniary interest in the matter. R.S.O. 1990, c. M.50, s. 2.

Interest of certain persons deemed that of member

3 For the purposes of this Act, the pecuniary interest, direct or indirect, of a parent or the spouse or any child of the member shall, if known to the member, be deemed to be also the pecuniary interest of the member. R.S.O. 1990, c. M.50, s. 3; 1999, c. 6, s. 41 (2); 2005, c. 5, s. 45 (3).

4.3 Chair's Conflict of Interest or Pecuniary Interest

Where the Chair of a meeting discloses a conflict of interest with respect to a matter under consideration at a meeting, another Director shall be appointed to chair that portion of the meeting by Resolution.

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4.4 Closed Meetings

1) Where a meeting is not open to the public, a Director who has declared a conflict of interest shall leave the meeting for the part of the meeting during which the matter is under consideration.

2) If the declaration occurred in-camera, the Director shall declare the interest or conflict in open session.

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4.5 Director Absent

Where the interest of a Director has not been disclosed by reason of their absence from a meeting, the Director shall disclose their interest and otherwise comply at the first meeting of the Authority, Executive Committee, Advisory Board or Committee subsequent to the missed meeting.

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4.6 Disclosure Registry

1) Where a Director, has disclosed an interest referred to in Section 5 of the *Municipal Conflict of Interest Act*, 1990 at a meeting, the Director shall file a written statement with the Clerk.

2) Where a Director, has disclosed an interest and filed a written statement with the Clerk, as required by subsection 3.18(1), the Clerk, shall:

(a) file the written statement by the Director in the Conflict of Interest Registry;

(b) record the interest in the minutes of the meeting;

(c) file a record of the interest recorded in the minutes of the meeting in the Conflict of Interest Registry; and

(d) make the Conflict of Interest Registry available for public inspection.

4.7 Breach of Conflict of Interest Policy

1) Should a Director breach the Conflict of Interest Policy, they shall advise the Chair and Vice-Chair, with a copy to the Secretary Treasurer, as soon as possible after the breach.

2) Should a Director allege that another Director has breached the Conflict of Interest Policy, the said breach shall be communicated to the Chair, with a copy to the Secretary Treasurer, in writing. In the absence of the Chair, or if a Director 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 Secretary-Treasurer, in writing.

3) Should a member of the public or a municipality allege that a Director has breached the Conflict of Interest Policy, the party making the allegation will be directed to follow the notification procedure outlined above.

4) 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.

4.8 Elected Officials Prohibited from Authority Employment

4.9) Elected mayors, councillors or alderman from any member municipality, including lower tier municipalities, are prohibited from employment with the Authority.

5. Confidentiality

5.1 All information, documentation or deliberations received, during in-camera sessions of the Authority and its committees are confidential.

5.2 Directors shall not disclose or release by any means to any member of the public either in verbal, written or electronic form any confidential information acquired by virtue of their office, except when required by law to do so.

5.3 Particular care should be exercised in releasing information such as the following:

- Human Resource matters
- Information about suppliers provided for evaluation which might be useful to other suppliers
- Matters relating to the legal affairs of the Authority
- Sources of complaints where the identity of the complainant is given in confidence
- Items under negotiation
- Schedules of prices in contract tenders

~~Information deemed to be “personal information” under the *Municipal Freedom of Information and Protection of Privacy Act*~~

~~The list above is provided for example and is not inclusive.~~

~~5.4 Breaches of confidentiality will be addressed with appropriate sanctions as per Section 15.~~

5.1 Confidentiality

5.2 The Directors shall be governed at all times by the provisions of the *Municipal Freedom and Information and Protection of Privacy Act*.

5.3 All information, documentation, correspondence, whether hard copy, digital or verbal including deliberations received, reviewed, and notes taken in a closed meeting are strictly confidential.

5.4 Directors shall not disclose or release by any means to any member of the public, either in verbal or written form, any confidential information acquired by virtue of their office, except when required by law to do so.

5.5 Directors shall not permit any persons, other than those who are entitled thereto, to have access to information which is confidential.

5.6 In the instance where a Director vacates their position on the Board of Directors they will continue to be bound by MFIPPA requirements.

5.7 Particular care should be exercised in ensuring the protection of privacy of directors, employees and third-party vendors or customers for the following:

- a) Human Resources matters;
- b) Information about suppliers provided for evaluation that might be useful to other suppliers;
- c) Matters relating to the legal affairs of the Authority;
- d) Information provided in confidence from an Aboriginal community, or a record that if released could reasonably be expected to prejudice the conduct of relations between an Aboriginal community and the Authority;
- e) Sources of complaints where the identity of the complainant is given in confidence;
- f) Items under negotiation;
- g) Schedules of prices in tenders or requests for proposals;
- h) Appraised or estimated values with respect to the Authority’s proposed property acquisitions or dispositions;
- i) Information deemed to be “personal information” under MFIPPA including contact information such as email addresses, phone numbers, addresses etc.

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

6. Use of Authority Property

6.1 No Director 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.

7. Work of Political Nature

7.1 No Director shall use Authority facilities, services or property for his/her election or re-election campaign. No Director shall use the services of Authority employees for his/her election or re-election campaign during hours in which the employees are in the paid employment of the Authority.

8. Attendance at Authority Meetings

8.1 Directors make board meeting attendance a priority. A Director is considered to have resigned if he/she is absent from three (3) consecutive board meetings without a formal leave of absence, or five (5) meetings in a year without an acceptable explanation as approved by the Chair. The Board Chair will notify the appointing municipality when this situation arises. The appointing municipality may appoint a substitute member during a long term absence.

8. Conduct at Authority Meetings

8.1 During meetings, Directors shall conduct themselves with civility, respect and the decorum becoming of the office. Respect for delegations and for fellow Directors requires that all Directors show courtesy and not distract from the business of the Authority during presentations and when others have the floor.

8.2 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;

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, disparagingly or impugn motives against Directors, staff, or any member of the public;

e) Speak beyond the question(s) under debate;

f) Resist the rules or disobey the decision of the Board Chair on the questions or order or practices or upon the interpretation of the rules of the Authority.

9.3 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.

9.4 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.

9.5 Censureship of an individual Director for conduct unbecoming a Director in the fulfillment of their duties, will be in accordance with a Motion to Censure described in Appendix A – Common Motions, Section C.

9. Influence on Staff

9.1 Directors 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, corporate perspective, and advice without any undue influence.

9.2 Directors do not exercise individual authority.

9.3 Except for participation in Board deliberation about whether the CAO has achieved reasonable interpretation of Board policy, Directors will not express publicly individual judgments of performance of the CAO or any AUTHORITY staff.

10. Business Relations

11.1 No Director shall act as a paid agent before the Authority or a committee of the Authority.

10.1 No Director shall borrow money from any person(s) or company which does business with the Authority unless such person(s) or company is a financial institution or company whose shares are publicly traded and is regularly in the business of lending money.

10.2 No Director shall act as a paid agent before the Authority, the Executive Committee or an Advisory Board or committee of the Authority.

12. Encouragement of Respect for Corporation and Its Regulations

12.1 Directors shall represent the Authority in a respectful way and encourage public respect for the Authority and its Regulations.

12.2 Directors shall show respect for the decision-making process of the Directors. Information concerning the adoption of policies, procedures and decisions of the AUTHORITY Board shall be conveyed openly and accurately.

12.3 Directors shall accurately communicate the decisions of the Board even if they disagree with the decision. Directors are expected to provide a fair and balanced account of the issues, the discussion surrounding them, and the reasons certain decisions were made.

12.4 Refrain from making statements the Director knows to be false or with the intent to mislead the Board or the public.

12.5 Refrain from making disrespectful comments about another Director or unfounded and speculative accusations about the motives of another Director.

11 Encouragement of Respect for the Authority and its Regulations

11.1 Directors shall represent the Authority in a respectful manner and encourage public respect for the Authority and its Regulations.

12. Harassment

<u>Workplace Harassment</u>			<u>3-6</u>
<u>Developed by:</u>	<u>Human Resources</u>		
<u>Policy Applies To:</u>	<u>All Employees / Board Members / Volunteers</u>		
<u>Date Created:</u>	<u>Sept 16, 2016</u>	<u>Approved By:</u>	<u>CAO / Board of Directors</u>
<u>Version #:</u>	<u>2016-2</u>	<u>Last Review Date:</u>	<u>June, 2019</u>

1.0 PURPOSE STATEMENT

It is the policy of the Niagara Peninsula Conservation Authority to prevent and resolve any employment-related incidents of harassment. Every reasonable effort shall be made to ensure that no employee/board member or volunteer is subjected to any form of harassment. The Conservation Authority also endorses that all employees have the right to be treated fairly in the workplace in an environment totally free of harassment. This includes harassment from other NPCA employees, customers, clients, board and committee members as well as members of the public.

This policy applies to all employees, students, volunteers and board members working with the NPCA.

For the purposes of this policy, harassment can occur:

- At the workplace, which includes any location where the business of the Conservation Authority is being conducted including vehicles, project sites etc.
- At employment-related social functions
- During work-related travel
- Over the telephone, if the conversation is work-related
- Elsewhere, if the person is there as a result of work-related responsibilities or a work-related relationship

2.0 DEFINITIONS

Discrimination means unfair or differential treatment of an individual or group, whether intentional or unintentional, on the basis of one or more of the prohibited grounds contained in the Ontario Human Rights Code.

Workplace Sexual Harassment is defined by the OHSA as:

- Engaging in a course of vexatious comment or conduct against a worker in a workplace because of sex, sexual orientation, gender identity or gender expression, where the course of comment or conduct is known or ought reasonably to be known to be unwelcome;
- Making a sexual solicitation or advance where the person making the solicitation or advance is in a position to confer, grant or deny a benefit or advancement to the worker and the person knows or ought reasonably to know that the solicitation or advance is unwelcome.

Workplace Harassment is defined by the OHSA as:

- Engaging in a course of vexatious comment or conduct against a worker in a workplace that is known or ought reasonably to be known to be unwelcome

Workplace Harassment behaviour does not include:

- Expressing differences of opinion in a civil and respectful manner
- Offering constructive feedback, guidance, or advice about work-related behaviour
- Action taken by an employer or supervisor relating to the management and direction of workers, or the place of employment (e.g. managing a worker's performance, taking disciplinary action, assigning work)

This policy has been developed to address harassment in the Niagara Peninsula Conservation Authority workplace. This policy does not affect an individual's right to access other avenues available under the Ontario Human Rights Code or any other law. Questions regarding the Ontario Human Rights Code should be directed to the Ontario Human Rights Commission.

Where staff are unsure about how to address a particular situation, they are reminded that they can contact their supervisor, the Conservation Authority's Joint Health and Safety Committee, a Union Representative, if applicable and/or the Employee Assistance Program provider. The Employee Assistance Program provides an opportunity to discuss, in a fully confidential forum, concerns and issues, and make suggestions for consideration.

3.0 PROCEDURE GUIDELINES

Role of Supervisor

- Ensure that the right of freedom from harassment for all employees is respected;
- Ensure employees are fully aware of the policy;
- Make every effort to prevent any form of behaviour which may be construed as harassment;
- Investigate promptly and take the appropriate corrective action should they become aware of such behaviour;
- Recommend the imposition of preventive and corrective measures upon the offenders in accordance with the seriousness of the misconduct and the applicable disciplinary policy;
- Co-operate in the investigation and in the implementation of any remedial action undertaken by the employer.

Role of Complainant

- Notify offender that the behaviour is considered an affront and will not be tolerated.
- Keep a written record of:
 - Dates
 - Times
 - Places
 - Nature of behavior
 - Witnesses, if any
- If the offensive behaviour continues, make a report to the appropriate party as defined in the chart below.

4.0 REPORTING HARASSMENT

Managers, supervisors, workers, board members and volunteers are expected to adhere to this policy and will be held responsible by the employer for not following it. Individuals are not to be penalized or disciplined for reporting an incident or for participating in an investigation involving workplace harassment.

Upon becoming aware of any incident which may fall under the definition of harassment or discrimination, nothing precludes the NPCA from determining whether it is necessary to take appropriate action even if the complainant does not wish the matter to proceed.

Complaints that are deemed frivolous, vexatious or not made in good faith will not be investigated. This includes complaints that are:

- Lacking in reasonable purpose
- Made with the intent to harass or annoy
- Made with the intent to deceive or mislead
- Made with an improper use or ulterior motive.

After an employee has attempted to deal with a matter directly with the alleged offender and has not been successful, or if the employee is not reasonably comfortable dealing directly with the matter, the employee shall report the incident in accordance with the chart below. Complaints may also be facilitated through a union representative where applicable, who will assist in making the complaint known to the appropriate party.

<u>Respondent to the Complaint</u>	<u>Party Responsible to Receive the Complaint</u>	<u>Lead Investigator</u>
<u>Board Member</u>	<u>The CAO and/or Human Resources</u>	<u>External investigator</u>
<u>CAO</u>	<u>Human Resources who will contact Board Chair</u>	<u>External investigator</u>
<u>Human Resources</u>	<u>CAO</u>	<u>External investigator</u>
<u>Directors</u>	<u>Human Resources</u>	<u>Human Resources</u>
<u>Managers, Supervisors and other Non-Union Employees</u>	<u>Direct Manager who will advise department Director and Human Resources</u>	<u>Human Resources</u>
<u>Unionized Employees</u>	<u>Direct Manager who will advise department Director and Human Resources</u>	<u>Human Resources</u>
<u>Customer/Venue/Public/ Others</u>	<u>Direct Manager who will advise department Director and Human Resources</u>	<u>Human Resources</u>

In the case of a board member reporting a harassment complaint; in accordance with NPCA Administrative by-law #1, all complaints shall be reported to the Board Chair or if unavailable or the alleged offender is the Board Chair, to the Board Vice-Chair. The Chair/Vice-Chair will then liaise with the appropriate staff member (CAO, or in the case the CAO is the alleged offender; HR) to coordinate further procedures in accordance with this policy.

5.0 INFORMAL INVESTIGATION/RESOLUTION

Prior to launching an investigation process, the employer will attempt to proceed with an informal resolution with the intent of stopping the alleged behaviour and/or preventing further incidents from occurring. If a resolution is not possible or successful, or if the nature of the complaint warrants it, the investigation procedure as outlined in 6.0 shall proceed.

6.0 INVESTIGATION PROCESS

Steps in the investigation of a complaint shall include the following procedure and be conducted in a fair and timely manner.

- Interview the complainant;
- Interview the alleged offender;
- Interview any witnesses;
- Document the situation accurately and completely;
- Decide if the complainant has grounds;
- Following the most appropriate process to resolve the complaint which may include one of more of the following measures:
 - Counseling one or both parties to attempt to conciliate and arrive at a solution to the problem;
 - Review the complaint with next level of supervisor;
 - Follow up to ensure corrective action is taken;
- Prepare a summary report upon completion of the investigation.

The investigator shall be appointed by Human Resources and/or the CAO. The investigator may be an internal employee or an external third party.

7.0 CORRECTIVE ACTION

If an investigation determines that harassment or discrimination has occurred, disciplinary action may be taken. Consideration will be given to the nature and impact of the violations and may include, but not limited to:

- Requiring educational programs or counseling for the respondent
- Verbal or Written reprimand
- Suspension (with or without pay)
- Dismissal (with or without notice)

Where a complaint of harassment or discrimination is substantiated, there will be a formal record of the action taken in the respondent's personnel file.

Upon completion of the investigation, Niagara Peninsula Conservation Authority will inform both the complainant and respondent in writing a summary of the findings of the investigation and any corrective action that has been or will be taken as a result of the investigation.

8.0 CONFIDENTIALITY

Complaints shall be conscientiously investigated and will be processed in a confidential manner. The name of a complainant and the circumstances related to the complaint will not be disclosed except to the alleged offender and where disclosure is necessary for the purposes of investigating the complaint, taking disciplinary measures, or is otherwise required by law.

The employer will keep records of the investigation for five (5) years following the conclusion of the investigation including:

- A copy of the complaint or details about the incident

- A record of the investigation
- A copy of the investigation report
- A summary of the results of the investigation that was provided to the complainant and respondent
- A copy of any corrective action taken to address the complaint or incident.

12.1 The Authority has a legal responsibility to maintain a work environment free of violence and harassment, consistent with the Ontario *Occupation Health & Safety Act*, and consistent with AUTHORITY's "*Workplace ~~Violence &~~ Harassment Prevention Policy*"(as included at the end of Section 12).

12.2 All persons are to be treated fairly in the workplace in an environment free of discrimination and of personal and sexual harassment. Harassment of another Director, staff or any member of the public is misconduct.

12.3 Examples of harassment that will not be tolerated by the AUTHORITY include but are not limited to: 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, whether in person, electronic or media.

12.4 The Authority will 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*.

13. Operational Concerns or Complaints

13.1 If a Director has questions or issues surrounding reports, projects, operational concerns or complaints, such questions should be directed through the CAO and/or senior staff.

13.2 If a Director is approached by the public with inquiries/complaints regarding operational matters, the Director is encouraged to contact the CAO who, in turn, can contact the individual for review/resolution.

14. Breach of Conduct

14.1 Should a Director breach the Code of Conduct, they are responsible to advise the Chair and Vice-Chair, as soon as possible. The Chair will inform the Board of the breach and schedule an in-camera session.

14.2 Should a Director allege that another Director has breached the Code of Conduct, the said breach will be communicated to the Chair or in his/her absence, the Vice-Chair. The Chair will present the issue to the Directors at an in-camera session.

14.3 The Director alleged to have breached the Code of Conduct will be given the opportunity to speak to the issue. The Director may be asked to leave the meeting so that the Board can deliberate the issue.

14.4 Should it be concluded, by a two-thirds majority vote, that a Director has breached the Code of Conduct, a letter will be forwarded to the representative's appointing municipal Council, by the AUTHORITY Board Chair or in his/her absence, the Vice-Chair, advising of said breach. The decision for the Director to continue representing their municipality will be determined by the appointing municipal Council.

14.5 Failure to comply with this Code of Conduct may result in one or more of the following actions as directed by the Directors by a two thirds majority vote:

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 Directors, the Complainant, or both

4. A verbal reprimand by the Directors

5. A written reprimand by the Directors

6. A formal censure with copies sent from the Directors to the Clerk of the Municipality for which the member is the representative

7. Suspension of the remuneration paid to the Director for a period of up to 90 days

8. A written request to the Council of the Director's Municipality to have the Member removed from the AUTHORITY Board. A Director can appeal the decision of the Board to the appointing municipality.

Interpretation

15.1 Directors of the Authority seeking clarification of any part of this should consult with the Board Chair, Vice Chair or the full Board.

16. Complaint Process

16.1 Any complaint regarding Director conduct shall be referred to the full board to be placed on the agenda for the next Authority meeting as an in-camera matter. will be vetted through the AUTHORITY Board Chair; Any complaint regarding the conduct of Board Chair, will be vetted through the Vice Chair.

~~5. Confidentiality~~

~~5.1 All information, documentation or deliberations received, during in-camera sessions of the Authority and its committees are confidential.~~

~~5.2 Board Members shall not disclose or release by any means to any member of the public either in verbal, written or electronic form any confidential information acquired by virtue of their office, except when required by law to do so.~~

~~5.3 Particular care should be exercised in releasing information such as the following:~~

- ~~• Human Resource matters~~**
- ~~• Information about suppliers provided for evaluation which might be useful to other suppliers~~**
- ~~• Matters relating to the legal affairs of the Authority~~**
- ~~• Sources of complaints where the identity of the complainant is given in confidence~~**
- ~~• Items under negotiation~~**
- ~~• Schedules of prices in contract tenders~~**
- ~~• Information deemed to be "personal information" under the *Municipal Freedom of Information and Protection of Privacy Act*~~**

~~The list above is provided for example and is not inclusive.~~

~~5.4 Breaches of confidentiality will be addressed with appropriate sanctions as per Section 15.~~

~~6. Use of Authority Property~~

~~6.1 No Board 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.~~

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~~7. Work of Political Nature~~

~~7.1 No Board Member shall use Authority facilities, services or property for his/her election or re-election campaign. No Board Member shall use the services of Authority employees for his/her election or re-election campaign during hours in which the employees are in the paid employment of the Authority.~~

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~~8. Attendance at Authority Meetings~~

~~8.1 Board Members make board meeting attendance a priority. A Board Member is considered to have resigned if he/she is absent from three (3) consecutive board meetings without a formal leave of absence, or five (5) meetings in a year without an acceptable explanation as approved by the Chair. The Board Chair will notify the appointing municipality when this situation arises. The appointing municipality may appoint a substitute member during a long-term absence.~~

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~~9. Conduct at Authority Meetings~~

~~9.1 During meetings, Board Members shall conduct themselves with decorum. Respect for delegations and for fellow Board Members requires that all Board Members show courtesy and not distract from the business of the Authority.~~

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~~9.2 No Board Member at any meeting of the Authority shall:~~

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~~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;~~

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~~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, Board 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 Board Chair on the questions or order or practices or upon the interpretation of the rules of the Authority.~~

~~9.3 — If any Board Member 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.~~

~~9.4 — No person except Board Members 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.~~

~~9.5 — Censureship of an individual Board Member 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 — Common Motions, Section C.~~

~~10. — Influence on Staff~~

~~10.1 — Board Members shall be respectful of the fact that staff work for the whole corporation and are charged with making recommendations that reflect their professional expertise and corporate perspective, without undue influence from any individual Board Member or faction.~~

~~10.2 — Board Members do not exercise individual authority.~~

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~~10.3—Except for participation in Board deliberation about whether the CAO has achieved reasonable interpretation of Board policy, Board Members will not express publicly, individual judgments of performance of the CAO or any NPCA staff.~~

~~11. Business Relations~~

~~11.1—No Board Member shall act as a paid agent before the Authority or a committee of the Authority.~~

~~12. Encouragement of Respect for Corporation and Its Regulations~~

~~12.1—Board Members shall represent the Authority in a respectful way and encourage public respect for the Authority and its Regulations.~~

~~12.2—Board Members shall show respect for the decision-making process of the Board Members. Information concerning the adoption of policies, procedures and decisions of the NPCA Board shall be conveyed openly and accurately.~~

~~12.3—Board Members shall accurately communicate the decisions of the Board 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.~~

~~12.4—Refrain from making statements the Board Member knows to be false or with the intent to mislead the Board or the public.~~

~~12.5—Refrain from making disrespectful comments about another Board Member or unfounded and speculative accusations about the motives of another Board Member.~~

~~13. Harassment~~

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~~13.1—The NPCA has a legal responsibility to maintain a work environment free of violence and harassment, consistent with the Ontario *Occupation Health & Safety Act*, and consistent with NPCA's "*Workplace Violence & Harassment Prevention Policy*".~~

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~~13.2—It is the policy of the NPCA that all persons be treated fairly in the workplace in an environment free of discrimination and of personal and sexual harassment. Harassment of another Board Member, staff or any member of the public is misconduct.~~

~~13.3—Examples of harassment that will not be tolerated by the NPCA include but are not limited to: 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, whether in person, electronic or media. The NPCA 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*.~~

~~14.—Operational Concerns or Complaints~~

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~~14.1—If a Board Member has questions or issues surrounding reports, projects, operational concerns or complaints, such questions should be directed through the CAO and/or senior staff.~~

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~~14.2—If a Board Member is approached by the public with inquiries/complaints regarding operational matters, the Board Member is encouraged to contact the CAO who, in turn, can contact the individual for review/resolution.~~

~~15.—Breach of Conduct~~

~~15.1 Should a Board Member breach the Code of Conduct, they are responsible to advise the Chair and Vice Chair, as soon as possible. The Chair will inform the Board of the breach and schedule an in-camera session.~~

~~15.2 Should a Board Member allege that another Board Member has breached the Code of Conduct, the said breach will be communicated to the Chair or in his/her absence, the Vice Chair. The Chair will present the issue to the Board Members at an in-camera session.~~

~~15.3 The Board Member alleged to have breached the Code of Conduct will be given the opportunity to speak to the issue. The Board Member may be asked to leave the meeting so that the Board can deliberate the issue.~~

~~15.4 Should it be concluded, by a two-thirds majority vote, that a Board Member has breached the Code of Conduct, a letter will be forwarded to the representative's appointing municipal Council, by the NPCA Board Chair or in his/her absence, the Vice Chair, advising of said breach. The decision for the Board Member to continue representing their municipality will be determined by the appointing municipal Council.~~

~~15.5 Failure to comply with this Code of Conduct may result in one or more of the following actions as directed by the Board Members by a two-thirds majority vote;~~

- ~~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 Members, the Complainant, or both~~
- ~~4. A verbal reprimand by the Board Members~~
- ~~5. A written reprimand by the Board Members~~

~~6. A formal censure with copies sent from the Board Members to the Clerk of the Municipality for which the member is the representative~~

~~7. Suspension of the remuneration paid to the Board Member for a period of up to 90 days~~

~~8. A written request to the Council of the Board Member's Municipality to have the Member removed from the NPCA Board. A Board Member can appeal the decision of the Board to the appointing municipality.~~

~~16. Interpretation~~

~~16.1 Board Members of the Authority seeking clarification of any part of this should consult with the Board Chair, Vice Chair or the full Board.~~

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17. Complaint Process

17.1 Any complaint regarding Board Member conduct will be vetted through the NPCA Board Chair; Any complaint regarding the conduct of Board Chair, will be vetted through the Vice-Chair.

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Appendix 2 – Conflict of Interest

As per the Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50

<https://www.ontario.ca/laws/statute/90m50>

Appendix ~~23~~ - Procedure for Election of Officers

1. Election of Chair and Vice-Chair

1.1 Chair for Election of Officers (Board Chair and Vice-Chair)

An individual other than a Board Member of Niagara Peninsula Conservation Authority will assume the position of Chair for the purpose of Election of Officers. The CAO/Secretary-Treasurer, or designate, assumes this position.

1.2 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 afterwards. The appointment of scrutineers requires a mover and seconder by Board Members of the Authority.

1.3 Election of Board Chair and Vice-Chair

The CAO or designate advises that the election will be conducted in accordance with Section 10 of the Conservation Authorities Act as follows:

- Only current Board 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 Board Member nominated will be required to accept the nomination. The Board Member must be present to accept 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 Board 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.

Appendix ~~3-4~~— Hearing Procedures

1. Introduction

The purpose of the Hearing Procedures is to guide the Niagara Peninsula Conservation Authority (NPCA) Hearing Board in conducting hearings under Section 28 of the *Conservation Authorities Act*. These procedures reflect the changes to the 1998 Conservation Authorities Act. The Act requires that the applicant be party to a hearing by the local Conservation Authority Board, for an application to be refused or approved with contentious conditions. Further, a permit may be refused if in the opinion of the Authority the proposal adversely affects the control of flooding, pollution or conservation of land, and additional erosion and dynamic beaches. In addition, a Hearing may be convened at the request of a holder of a permission ("permit holder") when it is the Authority's intention to cancel a permission. Ontario Regulation 182/06, pursuant to the Conservation Authorities Act, provides for the cancellation of permissions (a permit or other form of written authorization), if the Authority is of the opinion that the conditions of the permit have not been met.

The Hearing Board, which is comprised of the members of the Niagara Peninsula Conservation Authority Board, is empowered by law to make a decision, governed by the Statutory Powers Procedures Act. It is the purpose of the Hearing Board to evaluate the information presented at the hearing by both the Conservation Authority staff and the applicant and to decide whether the application will be approved with or without conditions, or refused.

These procedures are intended to provide a step-by-step process to conducting hearings required under Section 28 (12), (13), (14) of the *Conservation Authorities Act*. The procedures are designed to ensure that hearings are conducted in a manner consistent with the legal requirements of the Statutory Powers Procedures Act without being unduly legalistic or intimidating to the participants.

2. Pre-Hearing Procedures

2.1 Apprehension of Bias

In considering the application, the Hearing Board is acting as a decision-making tribunal. The tribunal is to act fairly. Under general principles of administrative law relating to the duty of fairness, the tribunal is obliged not only to avoid any bias but also to avoid the appearance or apprehension of bias. The following are three examples of steps to be taken to avoid apprehension of bias where it is likely to arise.

- (a) No member of the Authority taking part in the hearing should be involved, either through participation in committee or intervention on behalf of the applicant/permit holder or other interested parties with the matter, prior to the hearing. Otherwise, there is a danger of an apprehension of bias which could jeopardize the hearing.

- (b) If material relating to the merits of an application that is the subject of a hearing is distributed to Board Members before the hearing, the material shall be distributed to the applicant/permit holder at the same time. The applicant/permit holder may be afforded an opportunity to distribute similar pre-hearing material.
- (c) In instances where the Authority requires a hearing to help it reach a determination as to whether to give permission with or without conditions or refuse a permit application, a final decision shall not be made until such time as a hearing is held. The applicant/permit holder will be given an opportunity to attend the hearing before a decision is made; however, the applicant/permit holder does not have to be present for a decision to be made.

2.2 Application

The right to a hearing is required where staff is recommending the cancellation of a permission, refusal of an application or where there is some indication that the Authority may not follow staff's recommendation to approve a permit or the applicant objects to the conditions of approval. The applicant is entitled to reasonable notice of the hearing pursuant to the *Statutory Powers Procedures Act*.

2.3 Notice of Hearing

Applicants shall be sent a Notice of Hearing within 30 to 90 days from the date that a requirement for a Hearing is identified as per Section 2.2. It is recommended the applicant be consulted to determine an agreeable date and time based on the Authority's regular meeting schedule. Along with The Notice of Hearing, applicants will be provided with the hearing procedures.

When a permission is being cancelled, there is a need to act quickly to inform the permit holder of the Authority's intention to cancel the permission as the permission would normally involve an aspect of the development or activity which in the opinion of the Authority is unauthorized. Should a permit holder request a hearing when advised of the Authority's intention, the Authority shall give the holder at least 5 days' notice of the date of the hearing. Notice of a Hearing date may be given verbally to provide as much lead time to the permit holder as is reasonably possible. Verbal notice shall be followed-up with a written notice.

The Notice of Hearing must contain the following:

- (a) Reference to the applicable legislation under which the hearing is to be held (i.e., the Conservation Authorities Act).
- (b) The time, place and the purpose of the hearing.
- (c) Particulars to identify the applicant/permit holder, property and the nature of the application/permission which are the subject of the hearing.

Note: If the applicant is not the landowner but the prospective owner, the applicant must have written authorization from the registered landowner.

- (d) The reasons for the intended permit cancellation, refusal of a permit or conditions of approval shall be specifically stated. This should contain sufficient detail to enable the permit holder to understand the issues so he or she can be adequately prepared for the hearing.
It is sufficient to reference in the Notice of Hearing that the recommendation for cancellation, refusal or conditions of approval is based on the reasons outlined in previous correspondence or a hearing report that will follow.
- (e) A statement notifying the applicant/permit holder that the hearing may proceed in the applicant/permit holder's absence and that the applicant/permit holder will not be entitled to any further notice of the proceedings.

Except in extreme circumstances, it is recommended that the hearing not proceed in the absence of the applicant/permit holder.

- (f) Reminder that the applicant/permit holder is entitled to be represented at the hearing by counsel, if desired.

The Notice of Hearing shall be directed to the applicant and/or permit holder by registered mail. Please refer to Appendix A for an example Notice of Hearing.

2.4 Pre-Submission of Reports

The Hearing process shall be guided by the principle of full disclosure by the parties (the applicant/permit holder and the Authority staff).

From the date the applicant/permit holder receives the Notice of Hearing outlining the reasons for Authority staff recommendations, the process shall provide sufficient time for the parties to prepare information including such materials as the application proposal; supporting technical documents (plans, drawings, studies etc.) and any summary reports or presentation material that the Hearing Board will consider in arriving at a decision. The parties shall ensure that a complete set of their respective information materials are exchanged a minimum of two weeks prior to the Hearing to provide time for review.

In scheduling the Hearing date with the applicant/permit holder, Authority staff must give consideration to the timelines required to provide for the preparation of Hearing information, exchange and review by the parties as set out above.

2.5 Hearing Information

Prior to the hearing, the applicant/permit holder shall be advised of the local Conservation Authority's hearing procedures upon request.

3. Hearing

The following outlines the process for a Hearing. It should be noted at the beginning of the Hearing if there are any Conflict of Interest concerns or issues. (Reference: Appendix 2 – Conflict of Interest)

3.1 Public Hearing

Pursuant to the *Statutory Powers Procedure Act*, hearings are required to be held in public. The exception is in very rare cases where public interest in public hearings is outweighed by the fact that intimate financial, personal or other matters would be disclosed at hearings.

3.2 Hearing Participants

The *Conservation Authorities Act* does not provide for third party status at the local hearing. While others may be advised of the local hearing, any information that they provide should be incorporated within the presentation of information by, or on behalf of, the applicant/permit holder or Authority staff.

While the hearings will be held in public and are also open to attendance by the media, the filming of the hearing or the taking of pictures will not be permitted during the hearing by any person or persons unless permitted by the Chair.

3.3 Attendance of Hearing Board Members

In accordance with case law relating to the conduct of hearings, those members of the Authority who will decide whether to grant the application, refuse the application or cancel the permission, must be present during the full course of the hearing. If it is necessary for a member to leave: 1) the hearing must be adjourned and resumed when the member returns, or 2) if the hearing proceeds, even in the event of an adjournment, only those members who were present after the member left can sit to the conclusion of the hearing.

3.4 Adjournments

The Board may adjourn a hearing on its own motion or that of the applicant/permit holder or Authority staff where it is satisfied that an adjournment is necessary for an adequate hearing to be held.

Any adjournments form part of the hearing record.

3.5 Orders and Directions

The Authority is entitled to make orders or directions to maintain order and prevent the abuse of its hearing processes. A hearing procedures example has been included as Appendix B.

3.6 Information Presented at Hearings

- (a) The *Statutory Powers Procedure Act*, requires that a witness be informed of his right to object pursuant to the *Canada Evidence Act*. The *Canada Evidence Act* indicates that a witness shall be excused from answering questions on the basis that the answer may be incriminating. Further, answers provided during the hearing are not admissible against the witness in any criminal trial or proceeding. This information should be provided to the applicant/permit holder as part of the Notice of Hearing.
- (b) The Hearing is a formal procedure. However, the evidence before the Board is not required to be given under oath or affirmation.
- (c) The Board may authorize receiving a copy rather than the original document. However, the Board can request certified copies of the document if required.
- (d) Privileged information, such as solicitor/client correspondence, cannot be heard. Information that is not directly within the knowledge of the speaker (hearsay), if relevant to the issues of the hearing, can be heard.
- (e) The Board may take into account matters of common knowledge such as geographic or historic facts, times measures, weights, etc. or generally recognized scientific or technical facts, information or opinions within its specialized knowledge without hearing specific information to establish their truth.

3.7 Conduct of Hearing

3.7.1 Record of Attending Hearing Board Members

A record shall be made of the members of the Hearing Board.

3.7.2 Opening Remarks

The Chair shall convene the hearing with opening remarks which generally; identify the applicant/permit holder, the nature of the application, and the property location; outline the hearing procedures; and advise on requirements of the Canada Evidence Act. Please reference Appendix C or Appendix D for the Opening Remarks model.

3.7.3 Presentation of Authority Staff Information

Staff of the Authority presents the reasons supporting the recommendation for the cancellation, refusal or conditions of approval of the application. Any reports, documents or plans that form part of the presentation shall be properly indexed and received.

Staff and/or legal counsel of the Authority should not submit new information at the hearing as the applicant/permit holder will not have had time to review and provide a professional opinion to the Hearing Board.

3.7.4 Presentation of Applicant/Permit Holder Information

The applicant/permit holder (and/or agent) has the opportunity to present information at the conclusion of the Authority staff presentation. Any reports, documents or plans which form part of the submission should be properly indexed and received. The presentation shall be made by one only of either the applicant/permit holder (and/or agent).

The applicant/permit holder (and/or agent) shall present information as it applies to the permit application or the cancellation of permission in question. For instance, does the requested activity affect the control of flooding, erosion, dynamic beach or conservation of land or pollution? The hearing does not address the merits of the activity or appropriateness of such a use in terms of planning.

- (a) The applicant/permit holder may be represented by an agent (e.g. legal counsel, consultant etc.), if desired.
- (b) The applicant/permit holder may have only one designated agent as a spokesperson to present information to the Board.
- (c) The applicant/permit holder presentation may include technical witnesses, such as an engineer, ecologist, hydrogeologist etc.

The applicant/permit holder (and/or agent) should not submit new information at the hearing as the Staff of the Authority will not have had time to review and provide a professional opinion to the Hearing Board.

3.7.5 Questions

Members of the Hearing Board may direct questions, through the Chair, to each speaker as the information is being heard. The applicant/permit holder (and/or agent) can make any comments or questions on the staff report.

Pursuant to the *Statutory Powers Procedure Act*, the Board can limit questioning where it is satisfied that there has been full and fair disclosure of the facts presented. Note that the courts have been particularly sensitive to the issue of limiting questions and there is a tendency to allow limiting of questions only where it has clearly gone beyond reasonable or proper bounds.

The hearing board must subjectively have reasonable and probable grounds on which to base a decision, information presented must be relevant in the context of the decision to be made. Those grounds must, in addition, be justifiable from an objective point of view, such that a person of ordinary and prudent judgment placed in the position of the hearing board must be able to conclude that there were reasonable and probable grounds for limiting facts or circumstances presented that would not be relevant for a decision to be made.

3.7.6 Deliberation

After all the information is presented, the Board will deliberate and make a decision on the application or the cancellation of a permission in camera.

4. Decision

Upon making its decision, the Board will rise from in camera and report its decision and particulars of the decision.

4.1 Adoption

A resolution advising of the Board's decision and particulars of the decision will be adopted. The Chair will call a vote by a show of hands.

4.2 Notice of Decision

The applicant/permit holder must receive written notice of the decision within 15 days of the decision. The applicant shall be informed of the right to appeal the decision within 30 days upon receipt of the written decision to the Minister of Natural Resources.

There is no provision in the Conservation Authorities Act that provides the permit holder for appeal in situations where a permit is cancelled.

The Board shall itemize and record information of particular significance which led to their decision.

The decision notice should include the following information:

- (a) The identification of the applicant/permit holder, property and the nature of the application that was the subject of the hearing.
- (b) The decision and reasons to cancel, refuse or approve the application. A copy of the Hearing Board resolution should be attached.

The written Notice of Decision will be forwarded to the applicant/permit holder by registered mail. A sample Notice of Decision and cover letter has been included as Appendix D.

5. Record

The Authority shall compile a record of the hearing. Recording devices may be used for this purpose. In the event of an appeal, a copy of the record should be forwarded to the Minister of Natural Resources/Mining and Lands Commissioner. The record must include the following:

- (a) The application for the permit or the permit in the case of a cancellation of permission.
- (b) The Notice of Hearing.
- (c) Any orders made by the Board (e.g., for adjournments).
- (d) All information received by the Board.
- (e) The minutes of the meeting made at the hearing.
- (f) The decision and reasons for decision of the Board.
- (g) The Notice of Decision sent to the applicant/permit holder.

ATTACHMENT A – NOTICE OF HEARING

IN THE MATTER OF
The Conservation Authorities Act,
R.S.O. 1990, Chapter 27

AND IN THE MATTER OF an application/cancellation (by)

FOR THE PERMISSION OF THE
CONSERVATION AUTHORITY
Pursuant to Regulations made under
Section 28, Subsection 12 of the said Act

TAKE NOTICE THAT a Hearing before the Board of the Niagara Peninsula Conservation Authority will be held under Section 28 (12) of the *Conservation Authorities Act* OR Subsection 8 (2) of O.Reg 182/06 at the offices of the said Authority, 250 Thorold Road, Welland, Ontario L3C 3W2, at the hour of _____, on the _____ day of _____, 201____, with respect to the application by (NAME) to permit OR with respect to the cancellation of Permit #_____, granted to (NAME), that allows the permission of development within an area regulated by the Authority in order to ensure no adverse effect on **(the control of flooding, erosion, dynamic beaches or pollution or conservation of land/alter or interfere with a watercourse, shoreline or wetland)** on Lot _____, Plan/Lot _____, Concession _____, (Street) in the City of _____, Regional Municipality of _____, _____ Watershed.

TAKE NOTICE THAT you are invited to make a delegation and submit supporting written material to the Board of The Niagara Peninsula Conservation Authority for the meeting of (meeting number). If you intend to appear, please contact (name). Written material will be required by (date), to enable the Committee members to review the material prior to the meeting.

TAKE NOTICE THAT this hearing is governed by the provisions of the *Statutory Powers Procedure Act*. Under the Act, a witness is automatically afforded a protection that is similar to the protection of the *Ontario Evidence Act*. This means that the evidence that a witness gives may not be used in subsequent civil proceedings or in prosecutions against the witness under a Provincial Statute. It does not relieve the witness of the obligation of this oath since matters of perjury are not affected by the automatic affording of the protection. The significance is that the legislation is Provincial and cannot affect Federal matters. If a witness requires the protection of the Canada Evidence Act that protection must be obtained in the usual manner. The Ontario Statute requires the tribunal to draw this matter to the attention of the witness, as this tribunal has no knowledge of the effect of any evidence that a witness may give.

AND FURTHER TAKE NOTICE that if you do not attend at this Hearing, the Board of the Niagara Peninsula Region Conservation Authority may proceed in your absence, and you will not be entitled to any further notice in the proceedings.

DATED the _____ day of _____, 201____

The Board Members of the
Niagara Peninsula Conservation Authority
Per: Chief Administrative Officer/Secretary-Treasurer

ATTACHMENT B – HEARING PROCEDURES

1. Motion to sit as Hearing Board.
2. Roll Call followed by the Chair's opening remarks.
3. Staff will introduce to the Hearing Board the applicant/permit holder (and/or agent).
4. Staff will indicate the nature and location of the subject application and the conclusions.
5. Staff and/or counsel will present the staff report included in the Authority agenda and the reasons for the recommendation.
6. The applicant/permit holder (and/or agent) will have the opportunity to ask questions of staff based on their presentation.
7. Following the applicant/permit holder (and/or agent), the members of the Board can ask the staff questions.
8. The applicant/permit holder (and/or agent) will make a presentation.
9. The staff and/or counsel will have the opportunity to ask questions of the applicant/permit holder (and/or agent) followed by questions from the Board.
10. The Hearing Board will move into camera
11. The Hearing Board will, once it has reached a decision, move out of camera, to reconvene in public forum.
12. Members of the Hearing Board will move and second a motion.
13. A motion will be carried which will culminate in the decision.
14. The Chair or Acting Chair will advise the applicant/permit holder of the Hearing Board decision.
15. If decision is "to refuse", the Chair or Acting Chair shall notify the applicant in writing of his/her right to appeal the decision to the Minister of Natural Resources within 30 days of receipt of the reasons for the decision.

Note: There is no provision in the *Conservation Authorities Act* that provides for appeal in situations where a permit is cancelled.

16. Motion to move out of Hearing Board.

ATTACHMENT C – CHAIR’S REMARKS

CHAIR’S REMARKS WHEN DEALING WITH HEARINGS WITH RESPECT TO ONTARIO REGULATION 182/06 – APPLICATION FOR A PERMIT

We are now going to conduct a hearing under Section 28 of the *Conservation Authorities Act* in respect of an application by _____: , for permission to:_____.

The Authority has adopted regulations under Section 28 of the *Conservation Authorities Act* which requires the permission of the Authority for development within an area regulated by the Authority in order to ensure no adverse affect on the control of flooding, erosion, dynamic beaches or pollution or conservation of land or to permit alteration to a shoreline or watercourse or interference with a wetland.

The Staff has reviewed this proposed work and a copy of the staff report has been given to the applicant.

The *Conservation Authorities Act* (Section 28 [12]) provides that:

"Permission required under a regulation made under clause (1) (b) or (c) shall not be refused or granted subject to conditions unless the person requesting permission has been given the opportunity to require a hearing before the authority".

In holding this hearing, the Authority Board/Executive Committee is to determine whether or not a permit is to be issued. In doing so, we can only consider the application in the form that is before us, the staff report, such evidence as may be given and the submissions to be made on behalf of the applicant.

The proceedings will be conducted according to the *Statutory Powers Procedures Act*. Further to this, Section 5 of the *Canada Evidence Act* states:

1. No witness shall be excused from answering any questions on the ground that the answer to the question may tend to criminate him or may tend to establish his liability to a civil proceeding at the instance of the Crown or any person.
2. Where with respect to any question a witness objects to answer on the ground that his answer may tend to criminate him or may tend to establish his liability to a civil proceeding at the instance of the Crown or of any person and if but for this Act or the Act of any provincial legislature, the witness would therefore have been excused from answering the question, then although the witness is by reason of the Act or the provincial Act compelled to answer, the answer so given shall not be used or admissible in evidence against him in any criminal trial or other criminal proceeding against him thereafter taking place other than a prosecution for perjury in giving of that evidence or for the giving of contradictory evidence.

The procedure in general will be informal without the evidence before it being given under oath or affirmation.

The rules of evidence before this Board are informal.

If the applicant has any questions to ask of the Board, he/she is free to do so providing all questions are directed to the Chair of the Board.

The Hearing will proceed as follows:

1. Staff and/or counsel of the Niagara Peninsula Conservation Authority will present an overview of the application and the reasons why the application was recommended for denial, if applicable. The applicant will then have the opportunity to ask questions of staff based on their presentation. Following the applicant, the members of the board may ask the staff questions.
2. Next will be the presentation by the applicant (and/or agent) followed by questions by Niagara Peninsula Conservation Authority staff and/or counsel and then questions by members of the Board.
3. Lastly, the Board Members will deliberate and make a decision on the application. A resolution advising of the Board's decision and the particulars of the decision will then be adopted.

ATTACHMENT D – CHAIR’S REMARKS

CHAIR’S REMARKS WHEN DEALING WITH HEARINGS WITH RESPECT TO ONTARIO REGULATION 182/06 – CANCELLATION OF A PERMIT

We are now going to conduct a hearing under Section 8 of Ontario Regulation 182/06 pursuant to the *Conservation Authorities Act* in regards to the cancellation of Permit No. _____, issued to _____

The Authority has adopted a regulation under Section 28 of the *Conservation Authorities Act* which allows the Authority to cancel permissions if the conditions of the permit have not been met.

The Staff has reviewed this proposed work and a copy of the staff report has been given to the permit holder.

Ontario Regulation 182/06 pursuant to the *Conservation Authorities Act* indicates that:

“The authority may cancel a permission if it is of the opinion that the conditions of the permission have not been met”

In holding this hearing, the Authority Board/Executive Committee is to determine whether or not a permit is to be cancelled. In doing so, we can only consider the evidence as presented to us.

The proceedings will be conducted according to the *Statutory Powers Procedures Act*. Further to this, Section 5 of the *Canada Evidence Act* states:

1. No witness shall be excused from answering any questions on the ground that the answer to the question may tend to criminate him or may tend to establish his liability to a civil proceeding at the instance of the Crown or any person.
2. Where with respect to any question a witness objects to answer on the ground that his answer may tend to criminate him or may tend to establish his liability to a civil proceeding at the instance of the Crown or of any person and if but for this Act or the Act of any provincial legislature, the witness would therefore have been excused from answering the question, then although the witness is by reason of the Act or the provincial Act compelled to answer, the answer so given shall not be used or admissible in evidence against him in any criminal trial or other criminal proceeding against him thereafter taking place other than a prosecution for perjury in giving of that evidence or for the giving of contradictory evidence.

The procedure in general will be informal without the evidence before it being given under oath or affirmation.

The rules of evidence before this Board are informal.

If the permit holder (and/or agent) has any questions to ask of the Board Members, he/she is free to do so providing all questions are directed to the Chair of the Board.

The Hearing will proceed as follows:

26 | Page

Full Authority ~~September 19, 2018-XX, 2019~~
Report No. ~~62-18-XX~~
~~Resolution No. 183-18~~
~~Revised as per Bill 139 December, 2017~~

1. Staff and/or counsel of the Niagara Peninsula Conservation Authority will present an overview of the cancellation and the reasons why the permission is being cancelled. The permit holder will then have the opportunity to ask questions of staff based on their presentation. Following the permit holder, the members of the board may ask the staff questions.
2. Next will be the presentation by the permit holder (and/or agent) followed by questions by Niagara Peninsula Conservation Authority staff and/or counsel and then questions by members of the Board.
3. Lastly, the Board Members will deliberate and make a decision on the cancellation. A resolution advising of the Board's decision and the particulars of the decision will then be adopted.

ATTACHMENT E – LETTER (Refusal)

(Date)

BY REGISTERED MAIL

(name)

(address)

Dear:

RE: NOTICE OF DECISION (Refusal of an Application)
Hearing Pursuant to Section 28(12) of the Conservation Authorities Act
Proposed Development
Lot , Plan ; XX Drive City of
(Application #)

In accordance with the requirements of the *Conservation Authorities Act*, the Niagara Peninsula Conservation Authority provides the following Notice of Decision:

On (**meeting date and number**), the Hearing Board for the Niagara Peninsula Conservation Authority refused/approved your application/approved your application with conditions. A copy the Board's resolution # has been attached for your records. Please note that this decision is based on the following reasons: (**the proposed development/alteration to a watercourse or shoreline adversely affects the control of flooding, erosion, dynamic beaches or pollution or interference with a wetland or conservation of land**).

In accordance with Section 28 (15) of the *Conservation Authorities Act*, an applicant who has been refused permission or who objects to conditions imposed on a permission may, within 30 days of receiving the reasons under subsection (14), appeal to the Minister who may refuse the permission; or grant permission, with or without conditions. For your information, should you wish to exercise your right to appeal the decision, a letter by you or your agent/counsel setting out your appeal must be sent within 30 days of receiving this decision addressed to:

The Honourable (**Minister's Name**)
Minister of Natural Resources
Queen's Park, Whitney Block
99 Wellesley Street West, 6th Floor, Room 6630
Toronto, Ontario M7A 1W3
TEL:(416) 314-2301 FAX: (416) 314-2216

Should you require any further information, please do not hesitate to contact (**staff contact**) or the undersigned.

Yours truly,

Chief Administrative Officer
Enclosure

28 | Page

Full Authority ~~September 19, 2018-XX, 2019~~
Report No. ~~62-18-XX~~
~~Resolution No. 183-18~~
~~Revised as per Bill 139 December, 2017~~

ATTACHMENT F – LETTER (Cancellation)

(Date)

BY REGISTERED MAIL

(name)

(address)

Dear:

RE: NOTICE OF DECISION (Cancellation of Permission)

Hearing Pursuant to Section 8 (1) of O.Reg 182/06 pursuant to the *Conservation Authorities Act*
Permit No.

Lot , Plan ; XX Drive City of

In accordance with the requirements of the *Conservation Authorities Act*, the Niagara Peninsula Conservation Authority provides the following Notice of Decision:

On (**meeting date and number**), the Hearing Board for the Niagara Peninsula Conservation Authority refused/approved the cancellation of your permit. A copy the Board's resolution # has been attached for your records. Please note that this decision is based on the following reasons: (***the proposed development/alteration to a watercourse or shoreline adversely affects the control of flooding, erosion, dynamic beaches or pollution or interference with a wetland or conservation of land***).

Further, there is no statutory option for the appeal of a cancelled permission under *Conservation Authorities Act*.

Should you require any further information, please do not hesitate to contact (**staff contact**) or the undersigned.

Yours truly,

Chief Administrative Officer

Enclosure

Appendix ~~45~~ - Common Motions

1. 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. 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 shall be permitted.

3. Motion to Censure

The Niagara Peninsula Conservation Authority Board may call for a motion to censure an individual Member for conduct unbecoming a Board Member in the fulfillment of his/her Niagara Peninsula Conservation Authority duties. This will require a seconder and a 2/3 vote of members present at the Board Members 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.

4. 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;
 - e) can only be moved in the following words: "I move to close debate";
 - f) requires a 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. 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 in definitely.

6. 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. Motion to Reconsider

- 7.1** A motion to reconsider, under this Regulation:
- a) is debatable;
 - b) is not amendable; and
 - c) requires a two-thirds 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 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 Regulation, 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, 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 Regulation, 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. 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. 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. 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 12 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. 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 of 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. 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 Chairman, 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.

6.2 Administrative By-Law: Freedom of Information The Committee supported the formation of a Freedom of Information Committee which would act as the Head of the organization for the purposes of fulfilling the requirements under the Municipal Freedom of Information and Protection of Privacy Act. Resolution No. SC-06-19 Moved by Member Shirton Seconded by Member Foster That appointments to the Freedom of Information Committee BE ADDED to the February 20, 2019 Full Authority Board Meeting, and; That the NPCA Administrative By-Law BE AMENDED as follows: Changes to Freedom of Information 5. Freedom of Information and Protection of Privacy

Report To: Chair and Members of the Governance Committee

Subject: Board Assessment and Evaluation

Report No: GC-06-19

Date: July 24, 2019

RECOMMENDATION:

That Report No. GC-06-19 RE: Board Assessment and Evaluation **BE RECEIVED**.

That the Governance Committee **RECOMMEND APPROVAL** of the NPCA Board Evaluation Tool and individual member assessment tool to the Board of Directors for implementation in November 2019.

PURPOSE:

The purpose of this Report is to respond to recommendation 5 of the Auditor General's Report on the NPCA regarding Board of Directors performance.

BACKGROUND:

The Auditor General of Ontario prepared a report in September 2018 on a ***Special Audit of the Niagara Peninsula Conservation Authority***.

Recommendation 5 of the Auditor General's Report states:

“to ensure that the NPCA Board of Directors has all the information it needs to effectively oversee the NPCA and improve its oversight when needed, we recommend that the NPCA Board:

5.2 Develop performance indicators to facilitate the Board's evaluation of its oversight processes and activities.

5.3 Regularly evaluate both its collective performance and the performance of individual Board members.”

In response to this recommendation the Board of Directors received Report no. FA-83-19 at their July 17, 2019 meeting and requested the following:

1. An individual board member evaluation survey and a Board of Directors' Evaluation Tool be forwarded to the Governance Committee for comment and recommendations.

The Draft Evaluation Tools for the Governance Committee's review are attached as Appendices to this Report.

FINANCIAL IMPLICATIONS:

Implementation of a Board and CAO performance system has no impact on the NPCA budget.

Related Reports and Appendices:

Appendix 1: NPCA Draft Board of Directors Evaluation Tool
Appendix 2: NPCA Draft Individual Board Member Assessment Tool

Submitted by:

Original Signed by

D. Gayle Wood, BES, CMMIII
Interim CAO/Secretary-Treasurer

Appendix 1: NPCA Board of Directors Evaluation Tool DRAFT – July 17, 2019

NOTE: to be implemented in November 2019 after the new Board of Directors is established.

(A) Board Responsibilities

The first section of this evaluation asks NPCA Board of Directors to assess how well the Board has set out its major duties. The responsibilities include: advancing the NPCA mission; engaging in strategic planning; exercising fiduciary obligations, monitoring programs, guiding services; and, building the staff/board partnership.

(Three choices for scoring performance are: Y= Yes, N=No and N/S= Not Sure)

1. Corporate Mission

The Board is accountable for its mandate and mission. A mission has impact when NPCA's members embrace it, are aligned in purpose and people are promoting it.

A-1 The Board understands and embraces the mandate/mission	Y	N	N/S
A-2 The Board uses the mandate/mission as the standard against which decisions are made	Y	N	N/S
A-3 The NPCA Strategic Plan and NPCA policy decisions by the Board support advancement of the mandate/mission	Y	N	N/S

2. Strategic Planning

The Board is responsible for engaging in a planning process which enhances understanding of the changing environment in which it operates, and decisions which will help the Board to function more effectively in that environment.

B-1 The former Board approved the Strategic Plan 2018-2021. Do you think the current Board should update the Plan?	Y	N	N/S
B-2 The Board makes strategic decisions which are based on approved policy and procedures	Y	N	N/S

B-3 The Board devotes time to planning and evaluation of short and long term needs for sustainability	Y	N	N/S
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3. Fiscal Management

The Board is responsible for maintaining sound fiscal policy, budget control, accounting practices and financial records.

C-1 The Board understands its fiduciary responsibility	Y	N	N/S
C-2 The Board receives sufficient information to keep current on financial performance and to make informed and prudent fiscal decisions	Y	N	N/S
C-3 The Board makes resource allocation decisions which enable the Authority to progressively advance the mandate/mission and achieve its strategic goals	Y	N	N/S
C-4 The Board approves an annual operating budget derived from the organization's plans	Y	N	N/S

4. Programs and Services

The Board is responsible for determining programs and services that address the Authority's mandate

D-1 The Board receives adequate information to prioritize programs and services in relation to the budget	Y	N	N/S
D-2 The Board monitors programs and services, using objective data, to ensure they are consistently of high quality and of good value to the municipalities and the public	Y	N	N/S
D-3 The Board reviews programs and services to be certain they support the mandate/mission and priorities	Y	N	N/S

5. Advocacy and Promotion

The Board is accountable and responsible for fostering a clear understanding of NPCA, its strategic directions and leadership decisions among the municipalities and the public.

E-1 The Board has a communications strategy for NPCA	Y	N	N/S
E-2 The Board fosters effective, open, transparent and accountable communications between NPCA, its municipalities and the public	Y	N	N/S

6. Board/Staff Partnership

The Board is responsible for building and nurturing an effective working partnership with the CAO/Secretary-Treasurer.

F-1 The Board ensures a climate of mutual trust and respect exists between the Board and the CAO/ST	Y	N	N/S
F-2 The Chair has defined authority and responsibility to lead, direct and manage the CAO/ST successfully	Y	N	N/S
F-3 The Board and CAO/ST have agreed upon criteria to evaluate the CAO/ST's performance	Y	N	N/S
F-4 The Board seeks the professional advice of staff, respects the valued recommendations of the CAO/ST and staff and understands their approval role versus staff's operating and implementing role	Y	N	N/S

(B) Board Effectiveness

The second section of the evaluation asks the Board to assess how effective and efficient the Board is in doing its work. Contributing to effective governance are the following factors: clearly defined roles and responsibilities; an effective governance structure; well-developed group decision process and well-informed governors; meaningful, organized meetings and real productivity.

1. Board Responsibilities

A-1 The Board has defined a role for the Chair, Vice Chair, Board and CAO/ST in the Administrative By-Laws	Y	N	N/S
A-2 The Board has ensured job descriptions and a performance measurement system is in place for staff	Y	N	N/S
A-3 The Board executes their fiduciary responsibilities	Y	N	N/S

2. Governance Structure

B-1 The structure of the Board, Officers and Committees contributes to NPCA's ability to function effectively	Y	N	N/S
B-2 Each Committee has a specific mandate and terms of reference	Y	N	N/S

3. Board Dynamics

For the Board to function as a team, and speak with one voice, Board Members must demonstrate a willingness to work together in a spirit of shared purpose and cooperation that relies on unified consensus from majority decisions.

C-1 There is a climate of mutual respect and trust among the Members of the Board of Directors	Y	N	N/S
C-2 All Board Members fully participate in Board discussions	Y	N	N/S
C-3 Board Members have sufficient opportunity to express themselves on issues during Board discussions	Y	N	N/S
C-4 There is strong commitment to building consensus	Y	N	N/S
C-5 The Board makes decisions based upon its mandate/ mission, reliable information and data	Y	N	N/S
C-6 There is appropriate and timely communication between the Board and its Committees	Y	N	N/S
C-7 There is effective and appropriate communication between the Board and the CAO/ST	Y	N	N/S

4. Organized Meetings

Board meetings with organized agendas, reports, time-lines and materials circulated well in advance are more effective and productive for all.

D-1 The Board receives agendas and Reports for review 5 days in advance of the Board meeting	Y	N	N/S
D-2 Board meetings make effective and productive use of the role of Board Members by focusing agendas and decisions on policies, practices, programs & priorities at a strategic level and not the operational details	Y	N	N/S
D-3 Sufficient meeting time is allowed for reaching Board consensus on complex issues as may be needed	Y	N	N/S
D-4 Board members are familiar with agency by-laws and policy documents (e.g. Administrative By-Law, workplans and budgets)	Y	N	N/S

(C) Board Development

The third section of the evaluation asks the Board Members to assess how committed the Board is in preparing new Members for their responsibilities and to improving the effectiveness and efficiency of the Board. The key challenges are: identification and orientation of the Board and ongoing Board learning.

1. Governance Capacity

A-1 The Board currently contains a sufficient range of experience to make it an effective governing body	Y	N	N/S
A-2 A Board Policy Manual and systematic orientation program is in place	Y	N	N/S

2. Board Development

B-1 The Board commits time for annual group learning experiences at meetings and retreats designed to improve the Board's effectiveness as a governing body and its understanding of good governance and emerging issues facing NPCA and the community it represents	Y	N	N/S
B-2 Board Members are encouraged to enhance their skills in governance and leadership	Y	N	N/S

(D) General Assessment

Please use this section to contribute and discuss any other ideas or thoughts that from your perspective could make the Board of Directors more efficient, effective, engaged, contributing, relevant and/or productive in building, an open, transparent and accountable organization.

1. What issues or priorities may require the Board's special attention during the next one to three years?
2. How can the Board's organization or performance be improved in the next 6 - 12 months?
3. What specific areas of training would you and the Board benefit from?
4. What other comments, ideas or suggestions would you like to offer related to the Board's performance?

Name of the Board Member: _____

Date of the Evaluation: _____



APPENDIX 2

NPCA Individual Board Member Evaluation Tool

DRAFT – July 27, 2019

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DIRECTOR SELF-ASSESSMENT INVENTORY

Foundational

- | | | | | | |
|--|-----------------|---|--------------------|---|------------------|
| 1. I am interested in, and committed to, this Organization and its mission. | <i>low</i>
1 | 2 | <i>medium</i>
3 | 4 | <i>high</i>
5 |
| 2. I appreciate the importance of effective/efficient governance to this organization's success and take my director role seriously. | <i>low</i>
1 | 2 | <i>medium</i>
3 | 4 | <i>high</i>
5 |
| 3. I devote the necessary time and energy to fulfilling my commitments as a director on this board. | <i>low</i>
1 | 2 | <i>medium</i>
3 | 4 | <i>high</i>
5 |

Board Citizenship

- | | | | | | |
|--|-----------------|---|--------------------|---|------------------|
| 4. In the past year, I have missed more than 20 percent of this board's regularly scheduled meetings. | <i>yes</i>
1 | | | | <i>no</i>
5 |
| 5. In the past year, I have attended at least 80 percent of the meeting of committees on which I serve. | <i>no</i>
1 | | | | <i>yes</i>
5 |
| 6. Within the past two years, I have attended at least one extramural governance educational seminar /conference. | <i>no</i>
1 | | | | <i>yes</i>
5 |
| 7. I have collegial and productive working relationships with other directors. | <i>low</i>
1 | 2 | <i>medium</i>
3 | 4 | <i>high</i>
5 |
| 8. I follow through on my commitments to this organization and board. | <i>low</i>
1 | 2 | <i>medium</i>
3 | 4 | <i>high</i>
5 |
| 9. I am a willing and effective representative of, and advocate for this organization in my dealings with - external parties/constituents. | <i>low</i>
1 | 2 | <i>medium</i>
3 | 4 | <i>high</i>
5 |

Director Responsibilities

basic

- | | | | | | |
|--|-----------------|---|--------------------|---|------------------|
| 10. I understand the legal fiduciary duties of directors: loyalty, care and obedience. | <i>low</i>
1 | 2 | <i>medium</i>
3 | 4 | <i>high</i>
5 |
| 11. I do not talk with "outsiders" about sensitive/confidential organization or board matters. | <i>low</i>
1 | 2 | <i>medium</i>
3 | 4 | <i>high</i>
5 |

11. I acknowledge potential conflicts-of-interest when they arise and refrain from participating in discussions/votes if they are deemed to be material.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

vision, goals and strategies

12. I have a good general understanding of the healthcare industry and major forces/trends shaping it.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

13. I have a good general understanding of this organization; including its strategies, structure, operations, finances in addition to its key strengths and weaknesses.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

14. I understand this organization's vision.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

15. I understand this organization's key goals.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

16. I understand this organization's key strategies.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

17. I am competent/comfortable dealing with issues coming before the board regarding this organization's vision, key goals and strategies.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

executive performance and compensation

18. I understand the different, yet complimentary, responsibilities/roles of the CAO and this board.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

19. I have a good general understanding of the CAO role and those factors that affect/drive executive performance, contributions and compensation.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

20. I am competent/comfortable dealing with issues coming before the board regarding CAO performance/contributions and compensation.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

21. I have a collegial and productive working relationship with the CEO.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

quality

22. I appreciate this board bears ultimate responsibility/accountability for the organization.

<i>low</i>		<i>medium</i>		<i>high</i>
1	2	3	4	5

finances

23. I am able to read, analyze and interpret this organization's key financial statements.

<i>low</i>		<i>medium</i>		<i>high</i>
1	2	3	4	5

24. I understand those factors that affect/drive this organization's financial performance/condition and am able to assess them.

<i>low</i>		<i>medium</i>		<i>high</i>
1	2	3	4	5

25. I understand this organization's capital allocation process and the board's role in it.

<i>low</i>		<i>medium</i>		<i>high</i>
1	2	3	4	5

26. I understand the objectives of an independent audit and the board's role in the process.

<i>low</i>		<i>medium</i>		<i>high</i>
1	2	3	4	5

27. I am competent/comfortable dealing with issues coming before the board regarding this organization's finances.

<i>low</i>		<i>medium</i>		<i>high</i>
1	2	3	4	5

Board Meetings

28. I carefully read through, and reflect upon, agenda materials prior to board meetings and come prepared to engage in discussions/deliberations.

<i>low</i>		<i>medium</i>		<i>high</i>
1	2	3	4	5

29. I arrive at board meetings on time and do not leave early.

<i>low</i>		<i>medium</i>		<i>high</i>
1	2	3	4	5

30. I actively participate in board meetings; sharing my ideas, expertise, experiences, opinions and perspectives.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

31. I ask questions and request clarification when I don't understand an issue.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

32. I listen to, and carefully consider, the views of other directors (even when disagreeing with them).	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

33. I communicate my ideas clearly, precisely and effectively.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

34. I am willing to change my opinion (even strongly held ones) when presented with convincing counter arguments and facts.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

35. I am comfortable expressing a dissenting opinion and voting "no" when necessary.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

36. I support board policies, decisions and actions; even those with which I disagree and/or voted against.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

Overall Performance

37. My presence and participation adds value to the board.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

38. I enjoy serving on the board.	<i>low</i>		<i>medium</i>		<i>high</i>
	1	2	3	4	5

39. Overall, and in comparison to other directors, I rate my performance and contributions on the board as:	<i>bottom</i>		<i>middle</i>		<i>highest</i>
	1	2	3	4	5



REFLECTION GUIDE

implications/consequences of your low rating on the board's overall performance and contributions

specific things you should consider doing differently/better to improve this characteristic/practice

What are your greatest strengths as a director on this board?

What are your most pronounced weaknesses (and hence, developmental opportunities) as a director on this board?

What are the most important things you should consider doing to enhance your performance/contributions as a director on this board?

What can the organization/board do to assist you in further developing/enhancing your director knowledge, skills, perspectives and experience?

Report To: Chair and Members of the Governance Committee

Subject: Delegation of the Responsibilities under MFIPPA

Report No: GC-08-19

Date: July 24, 2019

RECOMMENDATION:

THAT the responsibilities of the Head under *The Municipal Freedom of Information and Protection of Privacy Act* be delegated to the Clerk/Executive Coordinator to the CAO and Board of the Authority who shall serve as the Freedom of Information (FOI) Coordinator.

THAT the FOI Coordinator complete an annual statistical report to the Board and otherwise where practicable report through the Governance Committee on FOI and privacy matters as may be necessary or otherwise deemed appropriate.

THAT the prior recommendations of the Governance Committee identified within Sections 5.4 through 5.7 of the Committee minutes dated February 4, 2019 be rescinded and the Administrative By-Law revised July 24, 2019 be revised accordingly.

PURPOSE:

The purpose of this Report is to reaffirm the designation of the Chair as Head of the institution for the purposes of *The Municipal Freedom of Information and Protection of Privacy Act* and to establish the roles and responsibilities of an FOI Coordinator for the Niagara Peninsula Conservation Authority.

DISCUSSION:

On February 28, 2018, the NPCA Board via resolution, appointed its Chair as Head of the institution for the purposes of MFIPPA and further authorized the Head to delegate the responsibilities of the position to other individuals.

At its meeting of February 4, 2019, the Governance Committee drafted revisions to the NPCA Administrative By-law recommending the formation of a MFIPPA Review Committee to act as Head of the institution in order to review and make decisions on FOI requests and address privacy concerns raised under MFIPPA and PIPEDA.

At its meeting of March 27, 2019 following input from staff, the Governance Committee directed that the Clerk investigate alternative internal mechanisms or processes to satisfy the legislative requirements of MFIPPA.

As a result, staff is able to confirm that the senior public official in a government institution is typically appointed as Head under MFIPPA. The legislation is permissive of appointing a

committee to serve as Head, however, given the technical nature of requests, the statutory obligations and the timelines required by MFIPPA, in practicality, the FOI process does not lend itself well to a committee approach. For this reason, the Province of Ontario recommends that institutions designate an individual to coordinate freedom of information and privacy activities.

Generally, the coordinating responsibilities vary depending on an institution's size, mandate and organizational structure. In organizations of similar size and scope to the NPCA, the responsibilities for MFIPPA are almost exclusively delegated to a single staff position. In such instances, the Coordinator's responsibilities would include:

- developing and monitoring procedures for administering the Act, including tracking requests, statistical reporting and ensuring adherence to legislative requirements;
- developing policy recommendations on issues related to the legislation;
- staff training and orientation;
- consulting with line and senior management and legal advisors on interpreting and administering the legislation;
- collecting information for the institution's entry in the Directory of Record or for the General Classes of Records and Personal Information Bank indexes;
- liaisons with the Corporate Freedom of Information and Privacy Office, the IPC and other institutions and central agencies;
- making decisions on requests under the Act (on the delegated authority of the head);
- providing consultation and support related to the Act for any agencies related to the institution; and
- designing measures to ensure the privacy requirements of the Act are honoured.

Staff recommends that the NPCA follow this approach. Although certain details of specific requests require confidentiality, by and large, the activities of the FOI Coordinator can be reported on in broad terms. To ensure transparency, staff recommends annual statistical reports be presented to the Board for review. Additionally, information or records released under MFIPPA deemed to be of general interest to the greater public can also be made available on the internet or otherwise incorporated into the NPCA website where applicable contingent upon the structure, and design of the NPCA's website going forward.

To a reasonable extent, the FOI Coordinator would also be responsible to apprise the Board of the release of any information under the Act that members may subsequently be required to comment on publicly or which may otherwise come to bear directly on their governance role.

FINANCIAL IMPLICATIONS:

There are no added financial impacts as staff currently administers MFIPPA in its normal course of operations.

RELATED REPORTS AND APPENDICES:

None.

Prepared by:

Submitted by:

Original Signed by

Original Signed by

**Grant Bivol
Interim Clerk**

**D. Gayle Wood, BES, CMM III
Interim CAO/Secretary Treasurer**

***This report was prepared in consultation with Misti Ferrusi, Human Resources Manager and
Renee Bisson, Manager, Community Engagement.***