

Governance Committee Agenda
May 17, 2024, following NPCA's Full Authority meeting.
Carolinian Hall
3350 Merrittville Hwy., Thorold ON
AGENDA

1. APPROVAL OF AGENDA

2. DECLARATIONS OF CONFLICT OF INTEREST

3. APPOINTMENT OF CHAIR & VICE-CHAIR

4. APPROVAL OF THE MINUTES

4.1. Minutes of the Governance Committee Meeting dated February 16, 2024

Page 1

5. CORRESPONDENCE

6. PRESENTATIONS

7. DELEGATIONS

8. CONSENT ITEMS

8.1. Report No: GC-03-24 RE: Freedom of Information Statistical Report 2023

Page 5

**8.2. Report No: GC-05-24 RE: Hamilton-Oshawa Port Authority – Memorandum
of Understanding**

Page 16

9. DISCUSSION ITEMS

9.1. Report No. GC-04-24 RE: Administrative By-Law Review

Page 19

10. NEW BUSINESS

11. CLOSED SESSION

12. ADJOURNMENT

**Governance Committee Meeting
MINUTES
Niagara Peninsula Conservation Authority
February 16, 2024**

MEMBERS PRESENT: R. Foster
D. Cridland
M. Seaborn, Governance Committee Chair
P. O'Neill
B. Clark
S. Beattie

MEMBERS ABSENT: J. Metcalfe

STAFF PRESENT: C. Sharma, Chief Administrative Officer /
Secretary - Treasurer
M. Davis, Manager, Office of the CAO & Board
M. Ferrusi, Manager, People and Performance
G. Shaule, Administrative Assistant, Corporate
Administration

Chair Seaborn called the meeting to order at 10:51am

1. APPROVAL OF AGENDA

Resolution No. GC-01-2024
Moved by Donna Cridland
Seconded by Stew Beattie

THAT The Governance Committee Meeting Agenda dated Thursday
November 9, 2023 **BE APPROVED.**

CARRIED

2. DECLARATIONS OF CONFLICT OF INTEREST

None.

3. APPROVAL OF THE MINUTES

Resolution No. GC-02-2024
Moved by Brad Clark

Seconded by Rob Foster

THAT the following Governance Committee Minutes **BE APPROVED**:

- Minutes of the Governance Committee Meeting dated September 15, 2023; and
- Closed Session Minutes from Governance Committee Meeting dated September 15, 2023.

CARRIED

4. CORRESPONDENCE

None.

5. PRESENTATIONS

None.

6. DELEGATIONS

None.

7. CONSENT ITEMS

7.1. Verbal Update RE: Salary Disclosures

7.2. Verbal Update RE: Integrity Commissioner

Resolution No. GC-03-2024

Moved by Brad Clark

Seconded by Donna Cridland

THAT both Verbal Updates RE: Salary Disclosures and Integrity Commissioner Services **BE RECEIVED**;

AND THAT staff explore costs of service provision through the agreement between the Regional Municipality of Niagara and their Integrity Commissioner Services and report back to the Governance Committee.

CARRIED

8. DISCUSSION ITEMS

8.1. Report No. GC-01-24 RE: Delegations of the Responsibilities the *Municipal Freedom of Information and Protection of Privacy Act*

Melanie Davis, Manager, Office of the CAO & Board, provided a brief overview.

Resolution No. GC-04-2024

Moved by Donna Cridland

Seconded Brad Clark

THAT Report No. GC-01-24 regarding the delegation of responsibilities under the *Municipal Freedom of Information and Protection of Privacy Act* **BE RECEIVED**;

AND THAT the responsibilities of the Head under the *Municipal Freedom of Information and Protection of Privacy Act* be delegated to the Manager, Office of the CAO & Board, who shall serve as the Freedom of Information (FOI) Coordinator;

AND THAT staff prepare correspondence outlining the delegation of responsibilities to be sent to the Information and Privacy Commissioner of Ontario for their records;

AND FURTHER THAT the FOI Coordinator complete an annual statistical report to be provided to the Board for information, and report to the Governance Committee on FOI and privacy matters as deemed necessary or appropriate.

CARRIED

8.2. Report No. GC-02-24 RE: Governance Committee – 2024 Work Plan

Melanie Davis, Manager, Office of the CAO & Board provided a brief overview. Discussion regarding priorities identified in the Work Plan ensued.

Resolution No. GC-05-2024

Moved by Stew Beattie

Seconded by Rob Foster

THAT Report No. GC-02-24 RE: Governance Committee – 2024 Work Plan **BE RECEIVED**;

AND THAT the Governance Committee – 2024 Work Plan attached as Appendix 1 **BE APPROVED**.

CARRIED

9. NEW BUSINESS

Chandra Sharma, CAO / Secretary – Treasurer, provided an update on a Memorandum of Understanding presented to the Authority by the **Hamilton-Oshawa Port Authority** to launch a collaborative forum on a potential brown field development for a future Great Lakes Innovation Centre in Port Colborne.

10. CLOSED SESSION

None.

11. ADJOURNMENT

The Governance Committee Meeting was ADJOURNED at 11:22 a.m.

Report To: Governance Committee

Subject: Freedom of Information Statistical Report 2023

Report No: GC-03-24

Date: May 17, 2024

Recommendation:

THAT Report No. GC-03-24 RE: Freedom of Information Statistical Report 2023
BE RECEIVED.

Purpose:

The purpose of this report is to provide the Governance Committee with statistical information submitted to the Information and Privacy Commissioner regarding applications made to the Niagara Peninsula Conservation Authority (NPCA) in 2023 under the *Municipal Freedom of Information and Protection of Privacy Act*.

Background:

As a public institution, the NPCA is bound by the provisions of the *Municipal Freedom of Information and Protection of Privacy Act* (MFIPPA), provincial legislation enacted to provide the public with access to information and to protect the privacy of individuals and organizations.

Section 49(1) of the MFIPPA authorizes the head of an institution to delegate a power or duty granted to them to an officer or officers of the institution.

On February 16, 2024, the Governance Committee passed the following recommendation GC-04-2024 that delegated responsibilities of the Head under MFIPPA to the Manager, Office of the CAO & Board who will serve as the FOI Coordinator. The recommendation further directed that the completed annual statistical report be brought forward for information.

Section 26 of MFIPPA stipulates that institutions under the legislation's purview shall submit an annual report to the Commissioner of the Information and Privacy

Commission (IPC). This report summarizes the volume, response times, revenues, nature of requests and appeals of decisions made by institutions subject to MFIPPA.

Discussion:

In 2023, the NPCA received and completed four records requests under MFIPPA. There were no appeals submitted to the IPC pertaining to the outcome of FOI requests submitted to the NPCA.

While the number of requests submitted to NPCA is slightly higher in 2023 (compared to the two requests received in 2022), customer-service oriented procedures that have been implemented to promote access by design have reduced the perceived need for submitting FOI requests.

Staff are committed to working with requestors to ensure requests are understood in full and carried out with due diligence while maintaining privacy where it is required. These efforts reduce the need for completing FOIs as staff proactively seek to make information available.

Further statistical details on the requests completed throughout 2023 can be found in Appendix 1.

Financial Implications:

While there are no immediate financial implications in receiving this report, it is prudent to recognize that fees beyond the \$5.00 application fee have not previously been collected for the works required to complete submitted requests. The total amount of fees collected related to FOI requests in 2023 was \$20.00.

Related Reports and Appendices:

Appendix 1: Statistical Report of Niagara Peninsula Conservation Authority for the Reporting Year 2023 for *Municipal Freedom of Information and Protection of Privacy Act*

Report No. GC-01-23 RE: Freedom of Information Statistical Report 2022

Report No. GC-01-24 RE: Delegations of the Responsibilities under MFIPPA

Authored by:

Original Signed by:

Melanie Davis
Manager, Office of the CAO & Board

Reviewed and Submitted by:

Original Signed by:

Chandra Sharma
Chief Administrative Officer/Secretary-Treasurer



The Year-End Statistical Report
for the
Information and Privacy Commissioner of Ontario

Statistical Report of
Niagara Peninsula Conservation Authority
for the Reporting Year 2023
for
Municipal Freedom of Information and Protection of Privacy
Act

Section 1: Identification

1.1 Organization Name

Niagara Peninsula Conservation Authority

Head of Institution Name & Title

Robert Foster / Chair of the NPCA Board of Directors

Head of Institution E-mail Address

rfoster@npca.ca

Management Contact Name & Title

Melanie Davis / Manager, Office of the CAO and Board

Management Contact E-mail Address

mdavis@npca.ca

Primary Contact Name & Title

Melanie Davis / Manager, Office of the CAO and Board

Primary Contact Email Address

mdavis@npca.ca

Primary Contact Phone Number

9057883135 ext. 250

Primary Contact Fax Number

9057881121

Primary Contact Mailing Address 1

250 Thorold Road W

Primary Contact Mailing Address 2

3rd Floor

Primary Contact Mailing Address 3

Primary Contact City

Welland

Primary Contact Postal Code

L3C 3W2

1.2 Your institution is:

Conservation Authority

Section 2: Inconsistent Use of Personal Information

2.1

Whenever your institution uses or discloses personal information in a way that differs from the way the information is normally used or disclosed (an inconsistent use), you must attach a record or notice of the inconsistent use to the affected information.

0

Your institution received:

- ☐ No formal written requests for access or correction
- ☒ Formal written requests for access to records

Section 2: Inconsistent Use of Personal Information

☐ Requests for correction of records of personal information only

Section 3: Number of Requests Received and Completed

Enter the number of requests that fall into each category.

- 3.1** New Requests received during the reporting year
- 3.2** Total number of requests completed during the reporting year

Personal Information	General Records
0	4
0	4

Section 4: Source of Requests

Enter the number of requests you completed from each source.

- 4.1** Individual/Public
- 4.2** Individual by Agent
- 4.3** Business
- 4.4** Academic/Researcher
- 4.5** Association/Group
- 4.6** Media
- 4.7** Government (all levels)
- 4.8** Other
- 4.9** Total requests (Add Boxes 4.1 to 4.8 = 4.9)

Personal Information	General Records
0	3
0	0
0	1
0	0
0	0
0	0
0	0
0	0
0	4

BOX 4.9 must equal BOX 3.2

Section 5: Time to Completion

How long did your institution take to complete all requests for information? Enter the number of requests into the appropriate category. How many requests were completed in:

- 5.1** 30 days or less
- 5.2** 31 - 60 days
- 5.3** 61 - 90 days
- 5.4** 91 days or longer
- 5.5** Total requests (Add Boxes 5.1 to 5.4 = 5.5)

Personal Information	General Records
0	4
0	0
0	0
0	0
0	4

BOX 5.5 must equal BOX 3.2

In the following charts, please indicate the number of requests completed, within the statutory time limit and in excess of the statutory time limit, under each of the four different situations:

- NO notices issued;
- BOTH a Notice of Extension (s.27(1)) and a Notice to Affected Person (s.28(1)) issued;
- ONLY a Notice of Extension (s.27(1)) issued;
- ONLY a Notice to Affected Person (s.28(1)) issued.

Please note that the four different situations are mutually exclusive and the number of requests completed in each situation should add up to the total number of requests completed in Section 3.2.(Add Boxes 6.3 + 6.6 + 6.9 + 6.12 = BOX6.13 and BOX 6.13 must equal BOX 3.2)

A. No Notices Issued

	Personal Information	General Records
6.1	Number of requests completed within the statutory time limit (30 days) where neither a Notice of Extension (s.20(1)) nor a Notice to Affected Person (s.21(1)) were issued.	4
6.2	Number of requests completed in excess of the statutory time limit (30 days) where neither a Notice of Extension (s.20(1)) nor a Notice to Affected Person (s.21(1)) were issued.	0
6.3	Total requests (Add Boxes 6.1 + 6.2 = 6.3)	4

B. Both a Notice of Extension (s.27(1)) and a Notice to Affected Person (s.28(1)) Issued

	Personal Information	General Records
6.4	Number of requests completed within the time limits permitted under both the Notice of Extension (s.27(1)) and a Notice to Affected Person (s.28(1)).	0
6.5	Number of requests completed in excess of the time limit permitted by the Notice of Extension (s.27(1)) and the time limit permitted by the Notice to Affected Person (s.28(1)).	0
6.6	Total requests (Add Boxes 6.4 + 6.5 = 6.6)	0

C. Only a Notice of Extension (s.27(1)) Issued

	Personal Information	General Records
6.7	Number of requests completed within the time limits permitted under both the Notice of Extension (s.27(1)).	0
6.8	Number of requests completed in excess of the time limit permitted by the Notice of Extension (s.27(1)).	0
6.9	Total requests (Add Boxes 6.7 + 6.8 = 6.9)	0

D. Only a Notice to Affected Person (s.28(1)) Issued

	Personal Information	General Records
6.10	Number of requests completed within the time limits permitted under both the Notice to Affected Person (s.28(1)).	0
6.11	Number of requests completed in excess of the time limit permitted by the Notice to Affected Person (s.28(1)).	0
6.12	Total requests (Add Boxes 6.10 + 6.11 = 6.12)	0

E. Total Completed Requests (sections A to D)

Section 6: Compliance with the Act

6.13 Total requests (Add Boxes 6.3 + 6.6 + 6.9 + 6.12 = 6.13)

0

4

BOX 6.13 must equal BOX 3.2

Section 6a: Contributing Factors

Please outline any factors which may have contributed to your institution not meeting the statutory time limit. If you anticipate circumstances that will improve your ability to comply with the Act in the future, please provide details in the space below.

The Niagara Peninsula Conservation Authority successfully completed all received information requests within the statutory time limit.

Section 7: Disposition of Requests

What course of action was taken with each of the completed requests? Enter the number of requests into the appropriate category.

7.1 All information disclosed

7.2 Information disclosed in part

7.3 No information disclosed

7.4 No responsive records exists

7.5 Request withdrawn, abandoned or non-jurisdictional

7.6 Total requests (Add Boxes 7.1 to 7.5 = 7.6)

Personal Information

General Records

0

1

0

0

0

3

0

0

0

0

0

4

BOX 7.6 must be greater than or equal to BOX 3.2

Section 8: Exemptions & Exclusions Applied

For the Total Requests with Exemptions/Exclusions/Frivolous or Vexatious Requests, how many times did your institution apply each of the following? (More than one exemption may be applied to each request)

8.1 Section 6 — Draft Bylaws, etc.

8.2 Section 7 — Advice or Recommendations

8.3 Section 8 — Law Enforcement¹

8.4 Section 8(3) — Refusal to Confirm or Deny

8.5 Section 8.1 — Civil Remedies Act, 2001

8.6 Section 8.2 — Prohibiting Profiting from Recounting Crimes Act, 2002

8.7 Section 9 — Relations with Governments

8.8 Section 10 — Third Party Information

8.9 Section 11 — Economic/Other Interests

8.10 Section 12 — Solicitor-Client Privilege

8.11 Section 13 — Danger to Safety or Health

NPCA Governance Committee
May 17, 2024 Agenda Package

Personal Information

General Records

0

1

0

0

0

2

0

0

0

0

0

0

0

0

0

0

0

2

0

0

Section 8: Exemptions & Exclusions Applied

- 8.12** Section 14 — Personal Privacy (Third Party)²
- 8.13** Section 14(5) — Refusal to Confirm or Deny
- 8.14** Section 15 — Information soon to be published
- 8.15** Section 20.1 Frivolous or Vexatious
- 8.16** Section 38 — Personal Information (Requester)
- 8.17** Section 52(2) — Act Does Not Apply³
- 8.18** Section 52(3) — Labour Relations & Employment Related Records
- 8.19** Section 53 — Other Acts
- 8.20** PHIPA Section 8(1) Applies
- 8.21** Total Exemptions & Exclusions
Add Boxes 8.1 to 8.20 = 8.21
- ¹ not including Section 8(3)
² not including Section 14(5)
³ not including Section 52(3)

0	1
0	0
0	1
0	0
0	0
0	0
0	0
0	0
0	0
0	7

Section 9: Fees

Did your institution collect fees related to request for access to records?

- 9.1** Number of REQUESTS where fees other than application fees were collected
- 9.2.1** Total dollar amount of application fees collected
- 9.2.2** Total dollar amount of additional fees collected
- 9.2.3** Total dollar amount of fees collected (Add Boxes 9.2.1 + 9.2.2 = 9.2.3)
- 9.3** Total dollar amount of fees waived

Personal Information	General Records	Total
0	0	0
\$0.00	\$20.00	\$20.00
\$0.00	\$0.00	\$0.00
\$0.00	\$20.00	\$20.00
\$0.00	\$0.00	\$0.00

Section 10: Reasons for Additional Fee Collection

Enter the number of REQUESTS for which your institution collected fees other than application fees that apply to each category.

- 10.1** Search time
- 10.2** Reproduction
- 10.3** Preparation
- 10.4** Shipping
- 10.5** Computer costs
- 10.6** Invoice costs(and other as permitted by regulation)
- 10.7** Total (Add Boxes 10.1 to 10.6 = 10.7)

Personal Information	General Records	Total
0	0	0
0	0	0
0	0	0
0	0	0
0	0	0
0	0	0
0	0	0

Section 11: Correction and Statements of Disagreement

Section 11: Correction and Statements of Disagreement

Did your institution receive any requests to correct personal information?

- 11.1 Number of correction requests received
- 11.2 Correction requests carried forward from the previous year
- 11.3 Correction requests carried over to next year
- 11.4 Total Corrections Completed [(11.1 + 11.2) - 11.3 = 11.4]

Personal Information
0
0
0
0

BOX 11.4 must equal BOX 11.9

What course of action did your institution take take regarding the requests that were received to correct personal information?

- 11.5 Correction(s) made in whole
- 11.6 Correction(s) made in part
- 11.7 Correction refused
- 11.8 Correction requests withdrawn by requester
- 11.9 Total requests (Add Boxes 11.5 to 11.8 = 11.9)

Personal Information
0
0
0
0
0

BOX 11.9 must equal BOX 11.4

In cases where correction requests were denied, in part or in full, were any statements of disagreement attached to the affected personal information?

- 11.10 Number of statements of disagreement attached:

Personal Information
0

If your institution received any requests to correct personal information, the Act requires that you send any person(s) or body who had access to the information in the previous year notification of either the correction or the statement of disagreement. Enter the number of notifications sent, if applicable.

- 11.11 Number of notifications sent:

Personal Information
0

Note:

This report is for your records only and should not be faxed or mailed to the Information and Privacy Commissioner of Ontario in lieu of online submission. Faxed or mailed copies of this report will NOT be accepted. Please submit your report online at: <https://statistics.ipc.on.ca>.

Thank You for your cooperation!

Declaration:

I, Melanie Davis / Manager, Office of the CAO and Board, confirm that all the information provided in this report, furnished by me to the Information and Privacy Commissioner of Ontario, is true, accurate and complete in all respects.

Signature

Date

Report To: Governance Committee

Subject: Hamilton-Oshawa Port Authority – Memorandum of Understanding

Report No: GC-05-24

Date: May 17, 2024

Recommendation:

THAT Report No. GC-05-24 RE: Hamilton-Oshawa Port Authority – Memorandum of Understanding **BE RECEIVED**;

AND THAT staff continue **TO COLLABORATE** with Hamilton-Oshawa Port Authority and other partner organizations towards the development of “Great Lakes Centre”, a multi-use facility on federal lands managed by the Hamilton-Oshawa Port Authority in Port Colborne;

AND FURTHER THAT staff **SEEK INPUT** from Conservation Ontario and Great Lakes Conservation Authorities, as appropriate, in developing a common vision for Great Lakes applied science, education, training, research, and other conservation authority areas of interest.

Purpose:

To update the Board of Directors on collaboration regarding the proposed Great Lakes Centre in partnership with Hamilton-Oshawa Port Authority (HOPA) and other Memorandum of Understanding (MOU) Partners including academic institutions, municipal and industry partners.

Discussion:

In November 2023, NPCA was invited through Member of Parliament, Vance Badawey’s office and HOPA to participate in preliminary discussions related to federally owned lands along Lake Erie adjacent to the Welland Canal in the City of Port Colborne. HOPA has been accorded management of these lands that have been identified as a potential site for a multifaceted facility, the “Great Lakes Centre,” that benefits from the proximity to Lake Erie. As part of this process, partners have been approached to gauge interest in a Great Lakes facility that

incorporates each partner's unique needs and establishes an overarching vision that connects the interests of all partners with the benefits of location adjacent to Lake Erie.

On November 4, 2023, NPCA attended a formal announcement to launch this initiative. Following the announcement, and further to the verbal update provided to the Board of Directors, NPCA has entered into an MOU with HOPA to advance the work on a concept for a Great Lakes Centre to bring together maritime employers, labour partners, educators, and environmental champions to create a facility for training, learning, and working to advance the Great Lakes maritime economy.

This MOU will guide the development of a shared model for a proposed Great Lakes Centre to serve multiple stakeholders. This MOU is not a commitment of funds or tenancy.

NPCA's Key Area of Interest

As a local watershed-based Agency with two Great Lake Shorelines (140km) and Boundary waters along Niagara River (58km) with United States, NPCA is a key delivery partner to achieve commitments made by federal and provincial governments related to the *Great Lakes Water Quality Agreement* (GLWQA) and *Canada-Ontario Agreement on Great Lakes Water Quality and Ecosystem Health* (COA) related to various monitoring, habitat restoration and remediation actions implemented through local Remedial Action Plans and Lakewide Action and Management Plans (LaMPs). NPCA's area of interest related to this initiative may include (and not limited to) a center in advancement for:

- Fresh water innovation in research and site demonstrations;
- Advancement of modern technologies in modelling, mapping and monitoring for decision making;
- Climate Impacts and resilience research;
- Nature-based solutions and green infrastructure for shoreline resilience;
- Land to lake watershed science for water quality; and
- Training and education and knowledge mobilization to advance green jobs.

Engagement of Conservation Authorities and Conservation Ontario:

Thirty-five of 36 Conservation Authorities' watersheds drain into the Great Lakes and St. Lawrence River, and 26 have Great Lakes coast and/or St. Lawrence River shoreline to manage for natural hazards (e.g., coastal flooding and erosion). CAs have also been long time partners in collaborating with the municipal, federal, and provincial governments and other international agencies in addressing many aspects of Great Lakes protection, restoration, and conservation.

CAs have legislative mandates for the management of long stretches of Great Lakes coastline, protecting and restoring Great Lakes tributaries, and taking actions in the watersheds contributing to Great Lakes water quality. CA programs address new and continuing threats to Great Lakes water quality and ecosystem health, including aquatic invasive species, excessive nutrients, harmful pollutants, discharges from vessels, climate change and the loss of habitats and species. CA programs also protect the Great Lakes which are a direct source of drinking water to 60% of Ontarians.

Given the significant connection between CAs priorities and the exploratory MOU with HOPA, NPCA staff will endeavor to engage Conservation Ontario, and Great Lakes conservation authorities to discuss their interest in the proposed Great Lakes Centre. NPCA staff will also continue to work with federal and provincial staff to advance priorities in the GLWQA and COA as part of this and other initiatives as appropriate.

Financial Implications:

None. The Memorandum of Understanding does not include any financial commitments of the NPCA.

Link to Policy/Strategic Plan:

This initiative strongly supports the NPCA's *Strategic Plan 2021-31* under several strategic priorities:

- a) Heathy and Climate Resilient Watersheds,
- b) Supporting Sustainable Growth; and
- c) Partner of Choice.

Related Reports and Appendices:

None.

Authored and Submitted by:

Original Signed by:

Chandra Sharma
Chief Administrative Officer/Secretary-Treasurer

Report To: Board of Directors

Subject: Administrative By-Law Review

Report No: GC-04-24

Date: May 17 2024

Recommendation:

THAT Report No. GC-04-24 RE: Administrative By-Law Review **BE RECEIVED**;

AND THAT the proposed updates to the NPCA Administrative By-Law dated February 17, 2023, including housekeeping amendments and material changes as outlined herein **BE REVIEWED**;

AND FURTHER THAT the updated Administrative By-Law be brought back to the Board of Directors **FOR APPROVAL** on or before November 15, 2024.

Purpose:

The purpose of this report is to identify potential Administrative By-Law revisions to enhance meeting management procedures and functionality. This report notes recommended material and housekeeping changes, and further identifies items for consideration for the Committee to provide further input on.

Direction provided by the Committee will be utilized to update the Administrative By-Law for the Board's approval.

Background:

Section 19.1 of the *Conservation Authorities Act* stipulates that Conservation Authorities may make by-laws to guide meeting procedures, establish committees of the Authority, define powers and duties of the secretary-treasurer and officers, respecting accountability, transparency, and financial matters, and other matters as may be prescribed by legislation.

The inaugural NPCA Administrative By-Law was enacted in 2019 based on the model by-law provided by Conservation Ontario, which has been widely adopted

by Conservation Authorities across Ontario with amendments made to suit the needs of each Authority.

The Administrative By-Law was last revised at the February 17, 2023, Full Authority Meeting with the passing of Resolution No. FA-17-23.

At the May 19, 2023, Full Authority Meeting, the Board passed Resolution No. FA-55-2023, granting the Chair full rights and privileges of a participating member of committee meetings, and that the Governance Committee conduct a review of the practices followed by Conservation Authorities pertaining to meeting management and provide recommendations to the Board on any procedural adjustments.

Discussion:

The Administrative By-Law was previously revised to account for legislative changes that reduced the number of Members of the NPCA Full Authority. Initial adjustments were incorporated into the current By-Law to meet the changing needs of the Board, but further opportunities for improvement have been identified for the Committee's consideration.

While many recommended amendments are clerical and housekeeping in nature, there are three sections where material changes are recommended to align with best practices and improve the Board's procedural functions.

Recommended Material Changes

1. Removing ex-officio status of Chair and Vice Chair on Committees.

This recommended change reflects the direction provided by the Board through Resolution No. FA-55-2023. A further review of CA practices was conducted and aligned with the removal of ex-officio status on Committees.

Section 16(1) of the *Conservation Authorities Act* entitles each Member to one vote, including the Chair. A small subset of CAs (1 in 5) have elected to limit the Chair's voting authority to break a tie, but there are no indications that the Officers are not afforded voting rights when serving on Committees of the Authority.

Both Finance and Governance Committee Terms of Reference currently include three members plus the Chair and Vice Chair in ex-officio capacity, which can create quorum issues for Committees. While the ex-officio status has been removed with the direction for further review, it would be prudent for the Committee to move forward with amending the By-Law to fully enact this change.

2. Revise Board per diems & expenses reporting and review processes.

Upon review of comparator CAs Administrative By-Law, and the Conservation Ontario Best Management Practices (BMP) and Administrative By-Law, the current NPCA's Administrative By-Law includes two sections regarding Board expenses that differ from common practice.

2.1. Section B, 5.7 stipulates that all Member per diem and expense claims will be reviewed for compliance with the Administrative By-Law by the CAO and Chair, and any per diem denials will be brought to the Governance Committee for review.

Upon review of agenda packages, there have been no instances where a claim has been brought to Governance Committee for review. Similar language has not been identified in a review of any comparator By-Laws or the CO BMP and Administrative By-Law Model.

It is recommended that this review process be removed from the Administrative By-Law. Staff will continue to review expenses and any discrepancies can be discussed with the Chair as needed.

2.2. Section B, 5.8 stipulates that Board of Directors per diems, expenses and mileage shall be reported quarterly and posted.

Recognizing the importance of transparency and accountability pertaining to expenses incurred by the Authority, the staff hours required to complete expense tracking and produce a report on results on a quarterly basis is not reflective of the outcome of said reports.

Upon review of comparator By-Laws, Conservation Authorities are not indicating when, or if, Board expenses are made readily available on a cyclical basis. It is common practice in municipalities to report on these expenses to their Council annually,

It is recommended that NPCA revise Section 5.8 to publish information on actual Board per diems and other expenses annually, to promote transparency absent of administrative burden.

3. Scheduling: Meeting Calendars and the Annual General Meeting (AGM)

There are two items identified in the By-Law that, may be generally agreeable, restrict the Authority's ability to maintain flexibility in the scheduling of meetings.

3.1. Section C, 3.1 stipulates that the annual meeting of the NPCA Board will occur on the third Friday of February.

While this has been common practice for many years, it was an issue identified when the desire to host the AGM in the new administrative office was expressed.

Affording more flexibility in scheduling meetings allows for changes that could be required based on participating municipalities' meeting schedules.

Upon reviewing comparator By-Laws, it is common practice for CAs to identify that one meeting will be designated as the annual meeting per year. Where a month is identified, the By-Law stipulates that the date may be adjusted to account for varying considerations as required.

It is recommended that Section C, 3.1 be revised to stipulate that an Annual Meeting is to be scheduled at the discretion of the Board, no later than April 31 of each year.

3.2. Section C, 3.6 stipulates other matters to be considered at the AGM, including: appointments to Conservation Ontario, Standing and Ad Hoc Committees, Borrowing Resolution, NPCA Signing Authorities, and approval of the schedule of meetings for the upcoming year.

Approving meetings scheduled well into the same calendar year can create conflicts if Member's have already made commitments in their roles outside of the NPCA. Given the need to consider Council and Committee meetings across multiple municipalities, CAs must incorporate various timelines and needs into scheduling Board and Committee meetings. Upon review, only one CA incorporated the approval of the meeting schedule in agenda items at their AGM.

Recognizing that there is value in providing this calendar, particularly in the event of new membership, it is recommended that this item be removed from Section C, 3.6 and the calendar is provided for information in the AGM agenda package, following the Board membership list.

Housekeeping Changes

The following amendments will not impact the operation or scope of the NPCA Board's authority. These changes will improve the flow of the document and strengthen clarity of responsibilities outlined in the By-Law.

- Legislative refinements: removing amendments to the *Conservation Authorities Act* that have been incorporated into the By-Law, redundancies, and content referring to repealed legislation and regulations, include Regulations of relevance to the By-Law.
- Formatting: including a table of contents, revise the section structures and numbers to avoid duplication.
- Operational Items: removing responsibilities that are operational in nature found in the By-Law, except for responsibilities outlined for the CAO/Secretary-Treasurer.

These clerical amendments will strengthen the clarity of the By-Law while reducing the overall document size with the removal of duplicate items.

Additional Items for Consideration

Upon returning with a revised Administrative By-Law for the Committee's consideration, staff will consider the opportunity to include the following items based on best practices and feedback received by Committee members:

- Updating Committee Terms of Reference;
- Clarifying Scope of Closed Session Items;
- Exploring the establishment of an Executive Committee; and
- Incorporating legislative amendments into hearing procedures.

Findings and recommendations related to the above noted will be detailed for the Committee when the revised By-Law is brought forward for consideration. Further, the review of recommendations at this stage provides the Committee an opportunity to suggest areas of interest that staff could assess and return with amendments, where appropriate.

Financial Implications:

There are no financial implications resulting from the recommendations outlined in this report.

Links to Policy/Strategic Plan

The revisions proposed for the Administrative By-Law align with the NPCA's priority *Organizational Excellence*, supporting progress on Goal 5.2: Improve internal operations and processes.

Related Reports and Appendices:

Appendix 1: Niagara Peninsula Conservation Authority Administrative By-Law
Report No. FA-02-23 RE: Updated Administrative By-Law

Authored by:

Original Signed by:

Melanie Davis
Manager, Office of the CAO & Board

Reviewed and submitted by:

Original Signed by:

Chandra Sharma
CAO / Secretary – Treasurer



Niagara Peninsula Conservation Authority

Administrative By-Law

I. Background

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 Choice Act, 2019* provides direction for conservation authorities to make such by-laws as are required for its proper administration. These bylaws replaced administrative regulations created under the repealed Section 30 of the *Conservation Authorities Act*.

Section 19.1 of the *Building Better Communities and Conserving Watersheds Act, 2017* sets out the requirements for by-laws as follows:

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* (the Act), with the objects to provide, in the area over which it has jurisdiction, programs and services designed for the purpose of furthering the conservation, restoration, development and management of natural resources in watershed(s) 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. Members of the Authority are appointed as representatives by the Participating Municipalities and are effectively directors also of the Authority. (The Regional Municipality of Niagara, The City of Hamilton, The Corporation of Haldimand County). An additional member may be appointed to the authority by the Minister as a representative of the agricultural sector.

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 prescribes Provincial Regulations to list specific programs and services that are considered core mandate by the province. Further, Schedule 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.

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.

“Ex-Officio” means that, by virtue of the office, if so designated within terms of reference for a Committee, the Chair and Vice Chair may participate in the discussion, but cannot account for quorum, move or second a motion or partake in the decision or vote.

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

“General Membership” means all of the Members, collectively and effectively acting as directors as specified in the *Ontario Not-For-Profit Corporations Act* (ONCA).

“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.

“Members” shall mean the members appointed to the Authority by the participating municipalities in the Authority’s area of jurisdiction and effectively act as directors as specified in the *Ontario Not-For-Profit Corporations Act* (ONCA).

“Officer” means an officer of the Authority as empowered to sign contracts, agreements and other documents on behalf of the Authority in accordance with section 19.1 of the Act, which shall include the Chair, Vice-Chair(s) the Chief Administrative Officer and the Secretary-Treasurer (or the CAO/Secretary-Treasurer, if applicable).

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

“Participating Municipality” means a municipality that is designated by or under the Act as a participating municipality in a conservation authority.

“Per Diem” is the daily 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.

“Pecuniary Interest” includes the financial or material interests of a member and the financial or material interests of a member of the member’s immediate family.

“Staff” 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.

“Weighted Majority” means the votes of 51 per cent of those represented after the votes are weighted by the percentage that applies under Ontario Regulation 139/96 for Municipal Levies.

B. Governance

1. Board Members

1.1 Appointments

Participating municipalities within the jurisdiction of the Niagara Peninsula Conservation Authority may appoint Board Members in accordance with Section 14 of the Act. Members must reside in a Participating Municipality within the Authority's area of jurisdiction.

Participating municipalities must ensure that at least 70 percent of its appointees are selected from among the members of the municipal council or apply to the Minister for permission to appoint less than this percent. Additional appointees may include citizens as well as an additional member who may be appointed by the Minister as a representative of the agricultural sector. The Minister will define the term for the Member they appoint as a representative of the agricultural sector.

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

1.2 Term of Board Member Appointments

In accordance with Section 14 of the Act, a Board Member shall be appointed for a term of up to four years at the discretion of the appointing municipal council; such term beginning at the first meeting of the Authority following his or her appointment and ending immediately before the first meeting of the Authority following the appointment of his or her replacement. The C.A.O/Secretary-Treasurer shall notify the appropriate municipality in advance of the expiration date of any Board Member's term, unless notified by the municipality of the Board Member's reappointment or the appointment of his or her replacement. A Board Member is eligible for reappointment. A Board Member can be replaced by a Participating Municipality at the municipality's discretion prior to the end of their term."

- 1.3 The Board Members shall approve all governance policies of the Niagara Peninsula Conservation Authority including strategic and business plans, approve the budget, approve the annual audit, give direction on priority of programs and projects and approve other matters as required by the Conservation Authorities Act and Regulations (see Section 2.2 below for further details).

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 outlines programs and services to accomplish its objects, as follows:

- (a) to research, study and investigate the watershed and to support the development and implementation of programs and services intended to further the purposes of this Act;
- (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 any land that it may require, and, subject to subsections (2) and (4), 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;

(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 Authorities 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 accept or reject any of their recommendations;
- Receive delegations on behalf of the Authority;
- Consider requests for grants from groups outside the Authority;
- Decide and recommend policies not covered in these resolutions;
- Update as required policies of the Authority.

Every member and officer in exercising his or her powers and discharging his or her duties to the Authority shall act honestly and in good faith with a view to the best interests of the Authority and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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.

Additionally, the agricultural representative appointed by the Minister will be required to follow the provincial ethical framework set out for government public appointees in the Management Board of Cabinet's Agencies and Appointments Directive.

Members are responsible for:

- i. Attending all meetings of the Authority;
- ii. Understanding the purpose, function and responsibilities of the Authority;
- iii. Being familiar with the Authority's statutory and other legal obligations;
- iv. With the administration, setting strategic direction for the Authority.

In addition, all Board Members must adhere to all applicable acts of incorporation. If any part of this by-law conflicts with any provision of the *Municipal Conflict of Interest Act* or the *Municipal Freedom of Information and Protection of Privacy Act* or a provision of a regulation made under one of those acts, the provision of that act or regulation prevails. The same applies to conflicts between these by-laws and the *Not-for-Profit Corporations Act* except where dictated by the *Conservation Authorities Act* in which case the Act prevails.

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, ensuring policies are in place for financial soundness and approving the annual audit.

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 Niagara Peninsula Conservation Authority. The Board regularly evaluates, at least annually, 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 shall be referred through the CAO / Secretary-Treasurer for him/her to invite the appropriate Department head to explain the project and answer questions.
- If a Board Member would like to volunteer to assist in a project, such actions shall be taken for review and consultation with the CAO / Secretary-Treasurer and decided upon by the C.A.O. / Secretary-Treasurer.
- If a Board Member receives a complaint about a staff person or would like to acknowledge a staff person, such information shall go through the CAO / Secretary-Treasurer.
- If a Board Member receives a complaint from a staff person, the Board Member shall 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 providing recommendations to the Board; 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 salary schedule and salary plan as approved by the Board of Directors;
- Designing the organizational structure; and

- Recommending human resource and personnel policies, to the Board of Directors for approval.

3. Duties of Officers

3.1 Chair of the Board

- Oversees Board meetings and ensures the Administrative By-Law is adhered to;
- Serves as ex-officio, non-voting member of a committee if so specified in the applicable Terms of Reference;
- Works in partnership with the CAO / Secretary-Treasurer to ensure Board resolutions are carried out;
- Assists the 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 an Authority appointee to the Niagara Peninsula Conservation Foundation and/or appoints a Board Member to represent him or her on their behalf.

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;
- Serves as ex-officio, non-voting member of a committee if so specified in the applicable Terms of Reference;
- Keeps the Board Members apprised of significant issues in a timely fashion;
- Serves as 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;

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

4. Advisory and Standing Committees:

In accordance with Section 18(2) of the Act, the Authority shall establish such advisory boards as required by regulation and may establish such other advisory boards or committees as it considers appropriate to study and report on specific matters.

The General Membership shall approve the terms of reference for all such advisory boards and committees, which shall include the role, the frequency of meetings and the number of members required.

Resolutions and policies governing the operation of the Authority shall be observed in all advisory board and committee meetings.

Each advisory board or committee shall report to the General Membership, presenting any recommendations made by the advisory board or committee.

The dates of all advisory board and committee meetings shall be made available to all Members of the Authority.

4.1. Current Standing Committees are:

- Finance Committee
- Governance Committee

Current Advisory Committees are:

- Public Advisory Committee
- Wainfleet Bog Advisory Committee.

- 4.2 The Authority may strike a standing or advisory 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 a NPCA Advisory Committee Terms of Reference, any standing committee of the Authority will be comprised at a minimum of three members, and if so deemed applicable the Chair and the Vice-Chair of the Authority who serve as ex-officio, non-voting members. All members of the Board may attend Standing Committee meetings and comment and participate, however, only committee members may vote at committee.
- 4.6 Each standing and advisory committee will have a Terms of Reference established by the Authority and affixed within Appendix 5 of the Administrative By-Law to form a part of said by-law. 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 and advisory committees will be comprised of Authority Board Members save and except the Public Advisory Committee and the Wainfleet Bog Advisory Committee which shall include members of the public appointed in accordance with the Terms of Reference for said committee. Other than the Source Water Protection Committee, the Board Members may invite people to participate as a committee member and/or attend committee meetings as a resource.

The Code of Conduct applies to Members of the NPCA Board of Directors and public appointees to Committees. The agricultural representative appointed by the Minister will be required to follow the provincial ethical framework set out for government public appointees in the Management Board of Cabinet's Agencies and Appointments Directive.

- 4.9 Only committee members are entitled to vote on matters coming before the committee.
- 4.10 Standing and advisory Committees make recommendations only to the Board, where in turn, recommendations are considered for approval.

- 4.11** 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.

5. Honourariums, Per Diems, Expenses and Mileage

- 5.1** The per diem rate is the daily 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, Standing Committee meetings, Source Protection Authority meetings or other such meetings as previously approved by the Board or Chair. A per diem rate shall be applied no more than once per day.

- 5.2** The honourarium is the annual rate established by the Board that applies to the Chair and Vice-Chair for additional duties performed as they relate to the business of the Authority.

- 5.3** The Authority shall review the per diem rates and honourariums for Members and Chair/Vice-Chair as part of the Administrative By-law updates. Remuneration of the Member appointed by the Minister as a representative of the agricultural sector is at the expense and discretion of the Province.

- 5.3.1** A per diem allowance shall be applicable for:

- a) Attendance as a member at Full Authority Board meetings, Source Protection Authority meetings, Standing Committee meetings and Ad Hoc Committee meetings as established by the Full Authority Board.
- b) Attendance at other such business functions as may be from time to time requested at the direction of the Chair and/or CAO / Secretary - Treasurer.

Examples may include:

- i. Attendance at meetings of municipal councils to present the Authority's Annual Budget and General Levy requirement, if the Member does not sit on that council and when such council presentations are scheduled through the Chair's office or at the request of the Full Authority Board;
- ii. Attendance at meetings of working groups or committees when appointed by the Full Authority Board to such group or committee as an "official representative" of the Authority;
- iii. Attendance at workshops, conferences or tours hosted by the Authority or Conservation Ontario, if participation is open to all Members and registration is made through the Chair's office;
- iv. Any other business approved as eligible for a per diem allowance by the Chair and CAO.

5.3.2 An honourarium shall be applicable for:

- a) Administrative tasks as they relate to business of the Authority such as signing documents, reviewing agendas, preparing correspondence etc.
- b) Acting in the capacity of the Authority spokesperson for board-related matters.

5.4 The Authority will reimburse Board Members' travel expenses incurred for the purpose of attending meetings and/or functions for which a per diem applies on behalf of the Authority where it is not paid by another agency. Mileages are based on the Board Member's principal residential address in the municipality they represent, and the rate shall be in accordance with the established rate for the Authority.

5.5 The Authority will reimburse members for actual costs of meals, lodging, transportation and conference fees when costs are necessarily incurred in the conduct of Authority business as applicable under s. 5.3 in accordance with established rates.

5.6 The Chair, Vice-Chair and Board Members will be responsible for filing claims of any expenses, per diems and mileage incurred for other than Full Authority Board Meetings, Source Protection Authority Meetings, or Committee meetings on a quarterly basis or at the request of the Authority.

5.7 All Board Member per diem and expense claims will be reviewed for compliance with the Administrative By-law by the CAO and Chair and any per diem denials will be brought to the Governance Committee for review.

5.8 Board of Directors per diems, expenses and mileage shall be reported quarterly and posted.

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 Board of Directors from time-to-time.

7. Freedom of Information

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

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

7.3 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.

7.4 The Board of Directors will adopt and support key principles and policies providing Access by Design and Privacy by Design. Privacy by Design policies 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).

- 7.5** The Board of Directors in consultation with the CAO/Secretary - Treasurer will appoint a staff person as Freedom of Information Co-Ordinator for the purposes of receiving, reviewing, responding in order to comply with the *Municipal Freedom of Information and Protection of Privacy Act*.

8. Financial Statements and Report of the Auditor

The Authority's accounts and transactions will be audited annually by a person licensed under the *Public Accounting Act, 2004* and shall ensure that the annual audit is prepared in accordance with generally accepted accounting principles for local governments recommended by the Public Sector Accounting Board of the Chartered Professional Accountants of Canada.

The Board of Directors shall receive and approve the Audited Financial Statements and Report of the Auditor annually for the previous.

The Authority shall forward copies of the Audited Financial Statements to Participating Municipalities and the Minister in accordance with Section 38 of the Act and will make the Audited Financial Statements available to the public on the Authority's website within sixty (60) days of receipt.

9. Borrowing Resolution

If required, the Board of Directors shall establish a borrowing resolution and such resolution shall be in force until it is superseded by another borrowing resolution.

10. Levy Notice

The levy due to NPCA from participating municipalities shall be communicated to those municipalities in accordance with the *Act* and any applicable Regulations.

11. Signing Officers

All deeds, transfers, assignments, contracts and obligations entered into by NPCA shall be signed by the signing officers of NPCA, or designate, as outlined in the NPCA policy on Signing Officer.

C. Meeting Procedures

1. Meetings Open to Public

All meetings of the Board of Directors shall be open to the public. Where possible, the Authority will provide for alternative means for the public to participate in meetings electronically.

A meeting or part of a meeting may be closed to the public if the subject matter being considered is identified in the closed meeting section of the Agenda or arises during a meeting requiring that it be closed to the public at the time that the matter is raised at a meeting, and the subject matter meets the criteria for a closed meeting as defined in Section 10 this by-law.

1.1 Quorum

1.1.1 At an NPCA Board meeting, a quorum consists of one-half of the members appointed by the participating municipalities. A Member appointed by the Minister to represent agricultural interests is not part of quorum.

1.1.2 If there is no quorum within fifteen (15) minutes 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.

1.1.3 Where the number of members, who by reason of the provisions of the *Municipal Conflict of Interest Act*, 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.

1.1.4 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 by-law.

2. Declared State of Emergency

During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.0.1 of the *Emergency Management and Civil Protection Act*, that may prevent the General Membership from meeting in person, a Member may participate in meetings electronically and shall have the ability to:

- a) register a vote;
- b) be counted towards determining quorum; and
- c) participate in meetings closed to the public.

During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.0.1 of the *Emergency Management and Civil Protection Act*, that may prevent the General

Membership from meeting in person, any date or timeline requirement established under any section in this by-law shall be postponed until such time as the General Membership can reasonably address the issue.

During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.0.1 of the *Emergency Management and Civil Protection Act*, the Authority shall implement best practices to make meetings of the Authority open to the public in accordance with Subsection 15(3) of the Act. Where possible, the Authority will provide for alternative means for the public to participate in meetings electronically.

During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.0.1 of the *Emergency Management and Civil Protection Act*, that may prevent the General Membership from meeting in person, any hearing or appeal dealt with in this By-Law may be conducted electronically with provisions for applicants and their agents to participate if the Authority decides to hold any such hearing or appeal.

In a Declared State of Emergency when electronic meetings are convened, unless under extenuating circumstances as otherwise determined by the Chair in consultation with the CAO / Secretary - Treasurer, any and all Delegations to the Board shall be in the form of:

- a) written submission or
- b) written submission as well as presentation by video link.

3. Annual Meeting

- 3.1** The annual meeting of the NPCA Board will occur on the third Friday of February.
- 3.2** Appointed members will continue to serve on the NPCA Board until the CAO / Secretary – Treasurer receives written notice that the respective members have been re-appointed, or the respective members have been replaced by another appointment.
- 3.3** The election of the Chair and Vice-Chair shall be held at the Annual Meeting in accordance with the Authority's Procedures for Election of Officers (Appendix 2). Both the Chair and Vice-Chair shall hold office for a term of one year, and shall serve for no more than two consecutive terms. Successors to the positions of Chair and Vice-Chair shall be a Member from a different participating municipality from the incumbent. Upon application by an Authority or a participating municipality, the Minister may grant permission for a member who was appointed to the Authority by the same participating municipality that appointed the outgoing Chair or Vice-Chair to serve as Chair or Vice-Chair.
- 3.4** The General Membership shall appoint an auditor for the coming year at the Annual General Meeting in accordance with Section 38 of the Act.
- 3.5** The General Membership shall appoint a financial institution to act as the Authority's banker by Resolution at the Annual Meeting if so required.

- 3.6** Other matters considered at the Annual General Meeting include appointments to Conservation Ontario, Standing and Ad Hoc Committees, Borrowing Resolution, NPCA Signing Authorities, and approval of the schedule of meetings for the upcoming year.

4. Notice of Meeting

- 4.1** The Chair shall call regular meetings of the Authority. Circulation of the agenda for such meetings and the publication of the agenda on the NPCA website shall constitute notice of said meetings and shall occur not less than five days in advance of the meeting date. Notice of all regular or special meetings of the General Membership or its committees shall be made available to the public as soon as possible after its delivery to General Membership.
- 4.2** Notice of any meeting shall indicate the time and place of that meeting and the agenda for the meeting.
- 4.3** All material and correspondence to be dealt with by the Authority at a meeting will be submitted to the CAO / Secretary - Treasurer at least fourteen (14) days in advance of the meeting in question.
- 4.4** 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.
- 4.5** When a quorum is first present after the hour fixed for a meeting, the Chair shall call the meeting to order.
- 4.6** If no quorum is present fifteen (15) minutes after the time appointed for a meeting, the recording secretary shall call the roll and record the names of the members present and the meeting shall stand adjourned until the next meeting.
- 4.7** 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.
- 4.8** 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.
- 4.9** 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

- 4.10** 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.
- 4.11** With the exception of any municipal planning or regulation matter that requires an immediate decision of the Board or during any period where an emergency has been declared or priority business of a matter before the courts, all matters will generally be dealt with "in person" at a Full Authority Board meeting. For those planning and regulation matters requiring immediate attention, during any period where an emergency has been declared and/or addressing 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.
- 4.12** 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.
- 4.13** Notwithstanding Section 4.6 of this by-law, 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.
- 4.14** 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, a postponement or a cancelation of any meeting until the next scheduled date for the specific committee affected.
- 4.15** 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 or, if warranted, hold the meeting electronically provided quorum and public attendance can be met. Postponement shall not be for any longer than the next regularly scheduled meeting date.

5. Agenda for Meeting

- 5.1** Authority staff, under the supervision of the CAO / Secretary – Treasurer shall prepare for the use of members at all regular meetings of the Authority, an agenda which shall include, but not necessarily be limited to, the following headings:
1. Approval of Agenda
 2. Declarations of Conflict of Interest
 3. Approval of Minutes
 4. Correspondence
 5. Presentations
 6. Delegations
 7. Consent Items
 8. Discussion Items
 9. Committee Reports
 10. Notices of Motion

11. New Business
12. Closed Session
13. Adjournment

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

5.3 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 presides, to approve the agenda prior to circulation to the Board and public as outlined in section 4.1 and within all legislative reporting requirements.

5.4 The circulation of reports, letters, memos, etc. outside of the agenda shall be distributed by the Office of the CAO / Secretary - Treasurer to all Board Members. Documents should be provided in an electronic format whenever possible.

5.5 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.

6. Disclosure of Conflict of Interest

6.1 Where a member, either on his own behalf or while acting for, by, with or through another, has any conflict of 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.

6.2 Where a meeting is not open to the public, in addition to complying with the requirements in Section 6.1, the Member shall forthwith leave the meeting for the part of the meeting during which the matter is under consideration.

6.3 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 Committee, as the case may be, attended by them after the particular meeting.

6.4 The meeting recording secretary shall record in reasonable detail the particulars of any disclosure of conflict of 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.

7. Notice of Motion

- 7.1** 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.
- 7.2** The CAO / Secretary-Treasurer shall include such notice of motion in full in the agenda for the meeting concerned.
- 7.3** 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.
- 7.4** 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.
- 7.5** 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.
- 7.6** 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.
- 7.7** Reconsideration of a motion previously adopted by the Authority requires a two-thirds majority of the Board (i.e. based on a membership of 11 voting Members, 8 or more Members present equals two thirds majority).

8. Delegations

- 8.1** Any person or organization desiring an opportunity to address the Authority may make a request in writing to the CAO / Secretary-Treasurer 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.
- 8.2** The CAO / Secretary-Treasurer is empowered to seek clarifications from the person or organization if the submitted statement is ambiguous and/or requires further explanation.

8.3 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 8.1 may appear before a meeting of the Authority but will be heard only if approved by a ruling of the majority of the Board Members at the meeting.

8.4 It will be at the discretion of the NPCA Board Chair, in consultation with the CAO / Secretary - Treasurer, to determine whether the delegation is an appropriate matter to be considered by the Board.

The Board Chair, in consultation with the CAO / Secretary - Treasurer 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 / Secretary - Treasurer 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 majority.

8.5 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.

8.6 Delegations/Presentations shall be limited to a time of not more than five (5) minutes. Board Members may limit or extend the time allowed for a presentation by a majority vote.

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

8.8 Delegations must abide by the provisions of the administrative by-law and maintain an acceptable decorum at meetings. Delegations 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.

9. Electronic Meetings and Participation

Electronic meetings are permitted and the Meeting Procedures identified in this by-law apply.

A Member can participate electronically in a meeting that is open or closed to the public and in either case may be counted in determining whether or not a quorum of members is present at any point in time. Electronic meetings must permit all participants to communicate adequately with each other during the meeting. For open electronic meetings, the public must be able to attend the meeting electronically and be able to observe all that Members can hear and see at the meeting.

10. Meetings with Closed Sessions

10.1 A Meeting or part of a Meeting may be closed to the public if the subject matter being considered is:

- 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.

10.2 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 and shall occur only if the designated head of the Authority for the purposes of MFIPPA is present.

10.3 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.

10.4 No vote shall be taken 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. Confidential minutes will be taken in closed session.

10.5 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.

10.6 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.

10.7 All deliberations while in Closed Session shall remain confidential unless otherwise agreed upon by a majority vote of the Board.

11. Vote

- 11.1** On a tie vote, the motion is lost;
- 11.2** 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.
- 11.3** The presiding Standing Committee Chairs shall only vote in the event of a tie or when a recorded vote is requested.
- 11.4** A majority vote of the members present at any meeting is required upon all matters coming before the meeting.
- 11.5** Where a member has been appointed by Minister as a representative of the agricultural sector, the member shall not vote on: a resolution to enlarge an authority's area of jurisdiction; a resolution to amalgamate the Authority with another conservation authority; a resolution to dissolve the Authority; or, a resolution related to any budgetary matter.
- 11.6** 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.
- 11.7** 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. 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. A recorded vote may only be called at a meeting of Board of Directors and shall not be called at a meeting for a committee thereof.
- 11.8** At the meeting of the Authority at which the 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)
- 11.9** 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.
- 11.10.** A vote on any planning or regulation matter dealt with through a telephone conference meeting, shall be a recorded vote.

- 11.11** If a vote is required, upon circumstances described in Section 4.11, the Chair may direct the CAO / Secretary - Treasurer to conduct a “telephone or email survey” and record the vote.
- 11.12** 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.
- 11.13** 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.
- 11.14** 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 11.14 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. Minutes

- 12.1** 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.
- 12.2** 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.

- 12.3** The CAO / Secretary-Treasurer shall send out the minutes of Board meetings to each member of the Authority.
- 12.4** The CAO / Secretary-Treasurer shall, following Full Authority Board meetings, ensure that local area municipalities are notified of any resolutions affecting areas within their jurisdiction.
- 12.5** The CAO / Secretary-Treasurer shall ensure that all meeting minutes are posted to the NPCA website.

13. 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:

- 13.1** 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.
- 13.2** 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.
- 13.3** 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.
- 13.4** 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.
- 13.5** 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.

14. General

- 14.1** 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)

Previous Administrative By-Laws are hereby revoked upon approval of this By-Law by the Board of Directors.

Signed:



February 17, 2023

Chandra Sharma
Chief Administrative Officer/
Secretary-Treasurer

Date



February 17, 2023

Robert, Chair

Date

2.0 Appendices to the Administrative By-Law

Appendix 1 - Code of Conduct

1.0 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 Board members share a common basis for generally acceptable conduct. Such formalized standards provide a reference guide to supplement legislative parameters within which Board members must operate and enhance public confidence that Board members 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 Board members, and it is not intended to replace personal ethics.

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

2.0 General

2.0 The Code of Conduct applies to Members of the NPCA Board of Directors and public appointees to Committees. The agricultural representative appointed by the Minister will be required to follow the provincial ethical framework set out for government public appointees in the Management Board of Cabinet's Agencies and Appointments Directive.

Satisfactory police criminal records checks are required for candidates selected for citizen appointment to advisory committees.

2.1 All Board members shall be cognizant of their position and the trust and influence afforded. They shall serve in a conscientious and diligent manner that ensures they are operating in a manner that does not use the influence of office for any purpose other than for the exercise of their official duties and does not violate trust relationships.

2.2 All Board Members and members of Committees 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 Board member when acting in a meeting of the Authority;

- 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.

3.0 Conflict of Interest Guidelines

All Board Members commit themselves and the Authority to ethical, businesslike and lawful conduct when acting as an individual Board member or as the full Board of Directors. Board members are bound by the Board Member Code of Conduct Conflict of Interest provisions as well as the *Municipal Conflict of Interest Act*. These policies are intended to assist Board members in understanding their responsibilities and obligations.

A conflict of interest is any situation where a member's intents, activities or interests are incompatible or in conflict with his or her Board member responsibilities. Avoiding and preventing situations that could give issue to a conflict or the appearance or perception of a conflict is one of the most important ways that the NPCA remains a trusted organization with the public.

A Board member is in a conflict of interest in any situation where their personal interest interferes, appears to interfere, or could potentially interfere in any way with the interests of NPCA.

3.1 Review

- 3.1.1** The Authority shall complete a review of the *Code of Conduct*, *The Municipal Conflict of Interest Act* as well as *Conflict of Interest guidelines* as part of the Board Member orientation at a minimum with further training as required.

Failure to attend the orientation/workshop by Board Members does not absolve Members of responsibility under the Act or NPCA Code of Conduct.

3.2 Pecuniary Interest

Board Members should declare a conflict of interest when , either on their own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting of the Authority or any Advisory Board or Committee at which the matter is the subject of consideration.

3.2.1 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, the Vice-Chair shall be appointed to chair that portion of the meeting.

3.3 Gifts and Benefits

Board Members shall not accept any fees, gifts, hospitality, social gifts or personal benefits that are connected directly or indirectly with the performance of duties.

3.4 Participation in Decision-making

Board members should declare a conflict of interest and recuse themselves from any review or decision-making process in which the Board member's participation may result in a reasonable apprehension of bias or conflict of interest.

Apprehension of Bias: legal scholars have been able to document a few circumstances from which a reasonable apprehension of bias may be found and have suggested the following categories:

- decision-maker reviewing own earlier decision;
- interested parties selecting decision-maker;
- pecuniary interest in the outcome of the decision;
- existing or previous association between decision-maker and an interested party;
- bias through legal or other advisor;
- prejudgment; and
- attitudinal bias demonstrated by the conduct or words of the decision-maker.

3.5 Involvement in Outside Activities

Board members should declare a conflict of interest if involvement in outside activities does, or would appear to be, incompatible with their responsibilities and duties or that could call into question their independent exercise of judgement, integrity and impartiality.

3.6 Closed Meetings

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

If the declaration occurred in closed session, the Board member shall declare the conflict of interest in open session.

3.7 Board Member Absent

Where the interest of a Board member has not been disclosed by reason of their absence from a meeting, the Board member 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.

3.8 Disclosing a Conflict of Interest

When a Board member wishes to declare a conflict of interest, they:

- a) shall prior to any consideration of the matter at the meeting, disclose the conflict of 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 furthermore, if a vote is occurring, shall leave the room for the duration of the item
- c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question.
- d) shall provide a written declaration of the interest or conflict of interest to the recording secretary.

For an indirect pecuniary interest – see Section 2 of the *Municipal Conflict of Interest Act*. For a direct or deemed pecuniary interest – see Section 3 of the *Municipal Conflict of Interest Act*.

3.9 Disclosure Registry

3.9.1 Where a Board member, 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 recording secretary.

3.9.2 Where a Board member, has disclosed an interest and filed a written statement with the Recording Secretary, as required by subsection 3.18(1), the Recording Secretary, shall:

- a) file the written statement by the Board member 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.

3.10 Breach of Conflict of Interest Policy

3.10.1 Should a Board member breach the Conflict of Interest Policy, they shall advise the Chair and Vice-Chair, with a copy to the CAO/Secretary Treasurer, as soon as possible after the breach.

3.10.2 Should a Board member allege that another Board member has breached the Conflict of Interest Policy, the said breach shall be communicated to the Chair and Vice-Chair, with a copy to the CAO/Secretary Treasurer, in writing. In the absence of the Chair, or if a Board member alleges that the Chair has breached the Conflict of Interest Policy, the said breach shall be communicated the Vice- Chair with a copy to the CAO/Secretary-Treasurer, in writing.

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

4.0 Confidentiality

- 4.1** The Directors shall be governed **at all times** by the provisions of the *Municipal Freedom and Information and Protection of Privacy Act*.
- 4.2** All information, documentation, correspondence, whether hard copy, digital or verbal including deliberations received, reviewed, and notes taken in a closed meeting are strictly confidential.
- 4.3** Board members shall not disclose or release by any means to any member of the public, either in verbal or written form, any confidential information acquired by virtue of their office, except when required by law to do so.
- 4.4** Board members shall not permit any persons, other than those who are entitled thereto, to have access to information which is confidential.
- 4.5** In the instance where a Board member vacates their position on the Board of Directors, they will continue to be bound by MFIPPA requirements.
- 4.6** Particular care should be exercised in ensuring the protection of privacy of board members, 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.

No information shall be released without prior consent of the Full Board, Chair and CAO. The list above is provided for example and is not exhaustive.

5.0 Use of Authority Property

- 5.1** 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.

6.0 Work of Political Nature

- 6.1** 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.

7.0 Conduct at Authority Meetings

- 7.1** During meetings, Board members shall conduct themselves with civility, respect and the decorum becoming of the office. Respect for delegations and for fellow Board members requires that all Board members show courtesy and not distract from the business of the Authority during presentations and when others have the floor.
- 7.2** No Board member at any meeting of the Authority shall:
- a) Speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, ethnic origin, citizenship, creed, sex, 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.

8.0 Improper Use of Influence

- 8.1** No Board member shall use the influence of his or her status for any purpose other than the performance of the Member's responsibilities as a Member, and other official duties.
- a) No Member shall use her or his status as a Board Member to influence, or try to influence, improperly, any action or decision of another person or entity to the private advantage of:
 - (i) the Member;
 - (ii) any member of the Member's family;
 - (iii) any NPCA employee;
 - (iv) any friend, or business or other associate;or attempt to secure preferential treatment beyond activities in which Members normally engage on behalf of constituents as part of their official duties.
 - b) No Member shall hold out the prospect or promise of future advantage through or related to, the supposed influence of the Member within the Board, in return for any decision, vote, action or inaction.

9.0 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. Board Members shall not maliciously or falsely injure the professional or ethical reputation of staff.
- 9.2** No Board member shall use, or attempt to use, the Member's authority or influence for the purpose of intimidating, threatening, coercing, or otherwise improperly

influencing any Authority employee with the intent of interfering with that employee's duties, including the duty to disclose improper activity.

10.0 Business Relations

- 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 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.

11.0 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.
- 11.2 Board members shall accurately communicate the decisions of the Board, even if they disagree with the Board decision, such that respect for the decision-making process of the Board is fostered.

12.0 Harassment

- 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*".
- 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*.

13.0 Breach of Conduct

- 13.1 Should a Board member breach the Code of Conduct, they are responsible to advise the Chair, Vice-Chair, with a copy to the CAO/Secretary-Treasurer within 24 hours of the event.
- 13.2 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 with a copy to the CAO/Secretary-Treasurer.

- 13.3** The Board member alleged to have breached the Code of Conduct will be given the opportunity to speak to the issue.
- 13.4** Should it be concluded, based on established procedures that a Board member 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 Board member to continue representing their municipality will be determined by the appointing municipal Council.

14.0 Interpretation

- 14.1** Board members of the Authority seeking clarification of any part of this should consult with the Board Chair, Vice Chair or the full Board.

Appendix 2 - Procedure for Election of Officers

1.0 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, pro temp, 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 / Secretary – Treasurer or designate advises that the election will be conducted, as follows:

- In accordance with the Act and the Administrative By-law Section C: Meeting Procedures, subsection 3.3, elections shall be conducted in the following order:
 - i. Election of the Chair, who shall be a Member appointed by a participating Municipality to the Authority
 - ii. Election Vice-Chair, who shall be Members appointed by a participating Municipality to the Authority.
- 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 asked if there will 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 / Secretary – Treasurer.

Appendix 3 – Hearing Procedures

1.0 PURPOSE OF HEARING GUIDELINES

The purpose of the Hearing Guidelines is to reflect the changes to the 1998 Conservation Authorities Act and provide a step-by-step process to conducting hearings required under Section 28 (12), (13), (14), and Section 28.0.1(7) of the Conservation Authorities Act. The Act requires that the applicant be provided with an opportunity for a hearing by the local Conservation Authority Board, or Executive Committee (sitting as a Hearing Board) as the case may be, for an application to be refused or approved with contentious conditions. In the case of hearings related to applications submitted pursuant to Section 28.0.1 of the Conservation Authorities Act, the Authority must grant permission to the applicant, provided the requirements set out under this section are met. In this scenario, a hearing will only be held to determine conditions which will be attached to a permission. 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 the case of applications submitted pursuant to Section 28.0.1 of the Conservation Authorities Act, the Authority may refuse to grant a permit only if i) a zoning order has not been made to authorize the development project, ii) the project is proposed to be carried out in the Greenbelt Area, and iii) if all other prescribed requirements have not been satisfied. The Hearing Board is empowered by law to make a decision, governed by the Statutory Powers Procedures Act.

The Hearing Rules are adopted under the authority of Section 25.1 of the Statutory Powers Procedures Act (SPPA). The SPPA applies to the exercise of a statutory power of decision where there is a requirement to hold or to afford the parties to the proceeding an opportunity for a hearing before making a decision. The SPPA sets out minimum procedural requirements governing such hearings and provides rule-making authority for to establish rules to govern such proceedings.

The Hearing Board shall hear and decide whether the application will be approved with or without conditions or refused. In the case of hearings related to applications submitted pursuant to Section 28.0.1, the Hearing Board shall determine what conditions, if any, will be attached to the permission.

These guidelines have been prepared as an update to the October 1992 hearing guidelines and are intended to provide a step-by-step process to conducting hearings required under Section 28 (12), (13), (14) of the Conservation Authorities Act. Similar to the 1992 guidelines, it is hoped that the guidelines will promote the necessary consistency across the Province and ensure that hearings meet the legal requirements of the Statutory Powers Procedures Act without being unduly legalistic or intimidating to the participants. Additional considerations have been included related to hearings under Section 28.0.1 (7) of the Conservation Authorities Act.

2.0 PREHEARING 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 have prior involvement with the application that could lead to a reasonable apprehension of bias on the part of that member. Where a member has a personal interest, the test is whether a reasonably well-informed person would consider that the interest might have an influence on the exercise of the official's public duty. Where a member is a municipal councillor, the Municipal Conflict of Interest Act applies. In the case of a previously expressed opinion, the test is that of an open mind, i.e. is the member capable of persuasion in participating in the decision making.
- (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 at the same time. The applicant may be afforded an opportunity to distribute similar pre-hearing material. These materials can be distributed electronically.
- (c) The applicant will be given an opportunity to attend the hearing before a decision is made; however, the applicant does not have to be present for a decision to be made.
- (d) Where a hearing is required for applications submitted pursuant to Section 28.0.1 of the Conservation Authorities Act (e.g., to determine the conditions of the permission), final decisions on the conditions shall not be made until such a time as the applicant has been given the opportunity to attend a hearing.

Individual Conservation Authorities shall develop a document outlining their own practices and procedures relating to the review and reporting of Section 28 applications, including the role of staff, the applicant and the Authority or Executive Committee as well as, the procedures for the hearing itself. Such policy and procedures manual shall be available to the members of the public upon request and on the Authority's website. These procedures shall have regard for the above information and should be approved by the Conservation Authority Board of Directors.

2.2 Application

The right to a hearing arises where staff is recommending refusal of an application or is recommending conditions to the approval of an application. Additionally, in the case of applications submitted pursuant to Section 28.0.1 of the Conservation Authorities Act, the Authority shall not attach conditions to a permission unless the applicant has been given the opportunity to be heard by the Authority. The applicant is entitled to reasonable notice of the hearing pursuant to the Statutory Powers Procedures Act.

2.3 Notice of Hearing

The Notice of Hearing shall be sent to the applicant within sufficient time to allow the applicant to prepare for the hearing. To ensure that reasonable notice is given, it is recommended that prior to sending the Notice of Hearing, the applicant be consulted to determine an agreeable date and time based on the local Conservation Authority's regular meeting schedule.

The Notice of Hearing must contain or append 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. OR for Electronic Hearings:
The time, purpose of the hearing, and details about the manner in which the hearing will be held.

Note: for electronic hearings the Notice must also contain a statement that the applicant should notify the Authority if they believe holding the hearing electronically is likely to cause them significant prejudice. The Authority shall assume the applicant has no objection to the electronic hearing if no such notification is received.

- (c) Particulars to identify the applicant, property and the nature of the application 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 proposed refusal or conditions of approval shall be specifically stated. This should contain sufficient detail to enable the applicant 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 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 that the hearing may proceed in the applicant's absence and that the applicant 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.

- (f) Reminder that the applicant is entitled to be represented at the hearing by a representative such as counsel, if desired. The conservation authority may be represented at the hearing by counsel or staff.
- (g) A copy of the Authority's Hearing Guidelines.

It is recommended that the Notice of Hearing be directed to the applicant and/or landowner by registered mail. Please refer to **Appendices 3-A.1 and 3-A.2** for an example Notice of Hearing.

2.4 Presubmission of Reports

If it is the practice of the local Conservation Authority to submit reports to the Board members in advance of the hearing (i.e., inclusion on an Authority/Executive Committee agenda), the applicant shall be provided with the same opportunity. The applicant shall be given two weeks to prepare a report once the reasons for the staff recommendations have been received. Subsequently, this may affect the timing and scheduling of the staff hearing reports.

2.5 Hearing Information

Prior to the hearing, the applicant shall be advised of the local Conservation Authority's hearing Procedures upon request.

3.0 HEARING

3.1 Public Hearing

Pursuant to the Statutory Powers Procedure Act, hearings, including electronic hearings, are required to be held in public. For electronic hearings, public attendance should be synchronous

with the hearing. 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. The hearing however is open to the public. Any information provided by third parties should be incorporated within the presentation of information by, or on behalf of, the applicant or Authority staff as appropriate.

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 or refuse the application must be present during the full course of the hearing. If it is necessary for a member to leave, the remaining members can continue with the hearing and render a decision.

3.4 Adjournments

The Board may adjourn a hearing on its own motion or that of the applicant 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 3-B**.

3.6 Information Presented at Hearings

- (a) The Statutory Powers Procedure Act requires that a witness be informed of their 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 as part of the Notice of Hearing.
- (b) It is the decision of the hearing members as to whether information is presented under oath or affirmation. It is not a legal requirement. The applicant must be informed of the above, prior to or at the start of the hearing.
- (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 Chairperson shall convene the hearing with opening remarks which generally; identify the applicant, the nature of the application, and the property location; outline the hearing procedures; and advise on requirements of the Canada Evidence Act. Please reference **Appendices 3-C.1 and 3-C.2** for the Opening Remarks model. In an electronic hearing, all the parties and the members of the Hearing Board must be able to clearly hear one another and any witnesses throughout the hearing.

3.7.3 Presentation of Authority Staff Information

Staff of the Authority presents the reasons supporting the recommendation for the 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 of the Authority should not submit new technical information at the hearing as the applicant will not have had time to review and provide a professional opinion to the Hearing Board.

Consideration should be given to the designation of one staff member or legal counsel who coordinates the presentation of information on behalf of Authority staff and who asks questions on behalf of Authority staff.

3.7.4 Presentation of Applicant Information

The applicant 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 applicant shall present information as it applies to the permit application 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.

- The applicant may be represented by legal counsel or agent, if desired
- The applicant may present information to the Board and/or have invited advisors to present information to the Board
- The applicant(s) presentation may include technical witnesses, such as an engineer, ecologist, hydrogeologist etc.

The applicant should not submit new technical 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 to each speaker as the information is being heard. The applicant 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. Please 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.

3.7.6 Deliberation

After all the information is presented, the Board may adjourn the hearing and retire in private to confer. The Board may reconvene on the same date or at some later date to advise of the Board's decision. The Board members shall not discuss the hearing with others prior to the decision of the Board being finalized.

4.0. DECISION

The applicant must receive written notice 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 Ontario Land Tribunal.

It is important that the hearing participants have a clear understanding of why the application was refused or approved. The Board shall itemize and record information of particular significance which led to their decision.

4.1 Notice of Decision

The decision notice should include the following information:

- (a) The identification of the applicant, property and the nature of the application that was the subject of the hearing.
- (b) The decision to refuse or approve the application, and in the case of applications under Section 28.0.1 of the Conservation Authorities Act, the decision to approve the application with or without conditions. A copy of the Hearing Board resolution should be attached.

It is recommended that the written Notice of Decision be forwarded to the applicant by registered mail. A sample Notice of Decision and cover letter has been included as **Appendix 3-D**.

4.2 Adoption

A resolution advising of the Board's decision and particulars of the decision should be adopted.

5.0 RECORD

The Authority shall compile a record of the hearing. In the event of an appeal, a copy of the record should be forwarded to the Ontario Land Tribunal. The record must include the following:

- (a) The application for the permit.
- (b) The Notice of Hearing.

- (c) Any orders made by the Board (e.g., for adjournments).
- (d) All information received by the Board.
- (e) Attendance of hearing Board members.
- (f) The decision and reasons for decisions of the Board.
- (g) The Notice of Decision sent to the applicant.

Appendix 3-A.1

NOTICE OF HEARING

IN THE MATTER OF

The Conservation Authorities Act,
R.S.O. 1990, Chapter 27

AND IN THE MATTER OF an application 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 Executive Committee of the Conservation Authority will be held under Section 28, Subsection 12 of the Conservation Authorities Act at the offices of the said Authority (ADDRESS), at the hour of , **on the day of , 202X**, [for electronic hearings, include details about the manner in which the hearing will be held] with respect to the application by (**NAME**) to permit 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./alter or interfere with a watercourse, shoreline or wetland***) on Lot , Plan/Lot , Concession , (**Street**) in the City of , Regional Municipality of , River Watershed.

TAKE NOTICE THAT you are invited to make a delegation and submit supporting written material to the Executive Committee for the meeting of (***meeting number***). If you intend to appear [For electronic hearings: or if you believe that holding the hearing electronically is likely to cause significant prejudice], 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 affect of any evidence that a witness may give.

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

DATED the ____ day of , _____202X

The Executive Committee of the
Conservation Authority

Per:
Chief Administrative Officer/Secretary-Treasurer

Appendix 3-A.2

NOTICE OF HEARING

(Subsection 28.0.1 (7) of the *Conservation Authorities Act*)

IN THE MATTER OF

The Conservation Authorities Act,
R.S.O. 1990, Chapter 27

AND IN THE MATTER OF an application by

FOR THE PERMISSION OF THE CONSERVATION AUTHORITY

Pursuant to Regulations made under
Section 28.0.1, Subsection 7 of the said Act

TAKE NOTICE THAT a Hearing before the Executive Committee of the Conservation Authority will be held under Section 28.0.1, Subsection 7 of the Conservation Authorities Act at the offices of the said Authority (ADDRESS), at the hour of , **on the day of , 202X**, [for electronic hearings, include details about the manner in which the hearing will be held] with respect to the application by (**NAME**) to permit development within an area regulated by the Authority in association with a Minister's Zoning Order (REGULATION NUMBER) on Lot , Plan/Lot , Concession , (**Street**) in the City of , Regional Municipality of , River Watershed.

TAKE NOTICE THAT you are invited to make a delegation and submit supporting written material to the Executive Committee for the meeting of (**meeting number**). If you intend to appear [For electronic hearings: or if you believe that holding the hearing electronically is likely to cause significant prejudice], 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 pursuant to Section 28.0.1 of the *Conservation Authorities Act*, a conservation authority is required to grant the permission applied for and may only impose conditions to the permission. The Hearing will therefore focus on the conditions to be imposed to the granting of the permission.

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 affect of any evidence that a witness may give.

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

DATED the ____ day of , _____202X

The Executive Committee of the
Conservation Authority

Per:
Chief Administrative Officer/Secretary-Treasurer

Appendix 3-B

HEARING PROCEDURES

1. Motion to sit as Hearing Board.
2. Roll Call followed by the Chairperson's opening remarks. For electronic hearings, the Chairperson shall ensure that all parties and the Hearing Board are able to clearly hear one another and any witnesses throughout the hearing.
3. Staff will introduce to the Hearing Board the applicant/owner, his/her agent and others wishing to speak.
4. Staff will indicate the nature and location of the subject application and the conclusions.
5. Staff will present the staff report included in the Authority/Executive Committee agenda.
6. The applicant and/or their agent will present their material
7. Staff and/or the conservation authority's agent may question the applicant and/or their agent if reasonably required for a full and fair disclosure of matters presented at the Hearing.¹
8. The applicant and/or their agent may question the conservation authority staff and/or their agent if reasonably required for full and fair disclosure of matters presented at the Hearing.²
9. The Hearing Board will question, if necessary, both the staff and the applicant/agent.
10. The Hearing Board will move into deliberation. For electronic meetings, the Hearing Board will separate from other participants for deliberation.
11. Members of the Hearing Board will move and second a motion.
12. A motion will be carried which will culminate in the decision.
13. The Hearing Board will move out of deliberation. For electronic meetings, the Hearing Board will reconvene with other participants.
14. The Chairperson or Acting Chairperson will advise the owner/applicant of the Hearing.

¹ As per the Statutory Powers Procedure Act a tribunal may reasonably limit further examination or cross-examination of a witness where it is satisfied that the examination or cross-examination has been sufficient to disclose fully and fairly all matters relevant to the issues in the proceeding.

² As per the Statutory Powers Procedure Act a tribunal may reasonably limit further examination or cross-examination of a witness where it is satisfied that the examination or cross-examination has been sufficient to disclose fully and fairly all matters relevant to the issues in the proceeding Board decision.

15. If decision is "to refuse" or "approve with conditions", the Chairperson or Acting Chairperson shall notify the owner/applicant of his/her right to appeal the decision to the Ontario Land Tribunal within 30 days of receipt of the reasons for the decision.
16. Motion to move out of Hearing Board and sit as Executive Committee.

Appendix 3-C.1

CHAIRPERSON'S REMARKS WHEN DEALING WITH HEARINGS (Section 28, Subsection 12 of the *Conservation Authorities Act*) WITH RESPECT TO ONTARIO REGULATION 155/06

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 prepared a staff report, a copy of which has been given to the applicant and the Board. The applicant was invited to file material in response to the staff report, a copy of which has also been provided to the Board.

Under Section 28 (12) of the Conservation Authorities Act, the person requesting permission has the right to a hearing before the Authority/Executive Committee.

In holding this hearing, the Authority Board/Executive Committee is to determine whether or not a permit is to be issued, with or without conditions. 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. Only Information disclosed prior to the hearing is to be presented at the hearing.

The proceedings will be conducted according to the Statutory Powers Procedure Act. Under Section 5 of the Canada Evidence Act, a witness may refuse to answer any question on the ground that the answer may tend to incriminate the person, or may tend to establish his/her liability to a civil proceeding at the instance of the Crown or of any person.

The procedure in general shall be informal without the evidence before it being given under oath or affirmation unless decided by the hearing members.

If the applicant has any questions to ask of the Hearing Board or of the Authority representative, they must be directed to the Chairperson of the board.

Appendix 3-C.2

CHAIRPERSON'S REMARKS WHEN DEALING WITH HEARINGS (Section 28.0.1, Subsection 7 of the *Conservation Authorities Act*) WITH RESPECT TO ONTARIO REGULATION 155/06

We are now going to conduct a hearing under section 28.0.1 of the Conservation Authorities Act in respect of an application by _____: , for permission to: _____

Under Section 28.0.1 of the Conservation Authorities Act, an Authority is required to grant permission for any application submitted under a regulation made under subsection 28(1) for permission to carry out all or part of a development project, in an area regulated by the Authority, associated with a Minister's Zoning Order, provided the criteria listed under subsection 28.0.1 (1) are met. A permission is subject to any conditions as may be prescribed by the Authority.

The Staff has reviewed this proposed work and prepared a staff report, including the proposed conditions of approval for the proposed work, which has been given to the applicant and the Board. The applicant was invited to file material in response to the staff report, a copy of which has also been provided to the Board.

Under Section 28.0.1 (7) of the Conservation Authorities Act, the person requesting permission has the right to a hearing before the Authority/Executive Committee.

In holding this hearing, the Authority Board/Executive Committee is to determine the prescribed conditions to be attached to the approved permission. 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. Only Information disclosed prior to the hearing is to be presented at the hearing.

The proceedings will be conducted according to the Statutory Powers Procedure Act. Under Section 5 of the Canada Evidence Act, a witness may refuse to answer any question on the ground that the answer may tend to incriminate the person, or may tend to establish his/her liability to a civil proceeding at the instance of the Crown or of any person.

The procedure in general shall be informal without the evidence before it being given under oath or affirmation unless decided by the hearing members.

If the applicant has any questions to ask of the Hearing Board or of the Authority representative, they must be directed to the Chairperson of the board.

Appendix 3-D

NOTICE OF DECISION

(Date)

BY REGISTERED MAIL

(name) (address)

Dear:

RE: NOTICE OF DECISION

Hearing Pursuant to Section 28(12) of the Conservation Authorities Act

Proposed Residential Development

Lot , Plan ; ?? Drive City of

(Application #)

In accordance with the requirements of the Conservation Authorities Act, the (**name**) Conservation Authority provides the following Notice of Decision:

On (**meeting date and number**), the Hearing Board/Authority/Executive Committee refused/approved your application/approved your application with conditions. A copy the Boards/Committee'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. Through Order in Council 332/2018 the responsibility for hearing the appeal has been transferred to the Ontario Land Tribunal. 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:

Ontario Land Tribunal
655 Bay Street, Suite 1500
Toronto, Ontario M5G 1E5

A carbon copy of this letter should also be sent to this conservation authority. Should you require any further information, please do not hesitate to contact (**staff contact**) or the undersigned.

Yours truly,

Chief Administrative Officer/Secretary Treasurer

Enclosure

Appendix 4 - 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 indefinitely.

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 or order. Thereafter, the Member shall only address the Chair/Committee Chair for the purpose of appealing the decision to the Authority or the Committee, as the case may be. If the Member does not appeal, the decision of the Chair/Committee Chair shall be final. If the Member appeals to the Authority or the Committee as the case may be, the Authority/Committee shall decide the question without debate and the decision shall be final.

12. 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.

Niagara Peninsula Conservation Authority

TERMS OF REFERENCE

FINANCE COMMITTEE

Date of Committee Review – April 15, 2019

Date of Board Approval – April 17, 2019

Draft Revised – September 18, 2019

Date of Committee Review – April 29, 2020

Committee Type: Standing Committee (NPCA By-Law Section 4)

Committee Purpose and Role:

The purpose of the Committee is to assist the Board of Directors in the provision of effective oversight of prudent financial management including; annual budgets, audit, reporting, risk management and associated policies.

The Board of Directors delegates the following powers to the Standing Committee and reserves the right to delegate any other powers as the Board of Directors determines appropriate, such that in keeping with the Board of Directors Administrative By-Law and the Conservation Authorities Act.

Should the timing be such that staff is unable to report to the Finance Committee on the matters listed below, staff may report to the Board of Directors instead.

Key roles and responsibilities include:

1.0 Financial

1.1 Ensure fiscally responsibility and sound Financial Management including:

- 1.1.1 Quarterly financial reports comparing revenues and expenditures against budget;
- 1.1.2 Review and recommendation on banking and investment procedures and policies;
- 1.1.3 Ensure adequate controls are in place to safeguard the Authority's assets;
- 1.1.4 Adequacy of insurance coverage maintained by the Authority; and
- 1.1.5 Compliance with legislation and regulatory requirements.

2.0 Budgets

2.1 Review and make recommendations to the Board of Directors on all matters relating to NPCA Budgets (capital and operating), including but not limited to:

- 2.1.1 Budget Guidelines;
- 2.1.2 Annual and multi-year business plans and budgets;
- 2.1.3 Approval and disposition of surplus project funds; and
- 2.1.4 Allocation of reserves.

3.0 Audit

3.1 Provide oversight of financial audit reporting, and recommendations to the Board;

- 3.1.1 Review the Authority's draft audited financial statements and the auditor's report;
- 3.1.2 Meet with the auditor to review the audit opinion and risks associated with adverse financial impact;
- 3.1.3 Review and recommend the auditors appointment or reappointment, terms of engagement and compensation;
- 3.1.4 Review effectiveness of corporate performance reporting systems and provide recommendation for improvement as required;
- 3.1.5 Review the Authority's risk management framework and mitigation plans;
- 3.1.6 All other such matters as may be prescribed by regulation, policy or NPCA's Chief Administrative Officer.

Committee Authority and Decision Making:

Committee will be governed by NPCA Administrative By-Law and code of Conduct. Recommendations made by the Committee will be sent to the Board of Directors for review and approval.

Membership:

The Committee will have a minimum of three (3) members, generally appointed by the Board of Directors at each Annual Meeting (or subsequent meeting) plus the Chair and Vice Chair in an ex-officio capacity.

Committee Meeting Requirements:

The meeting schedule for the Finance Committee shall be approved annually by the Board of Directors for the upcoming year. The Committee shall meet a minimum of four times per year.

Additional meetings can be held at the call of the Committee Chair.

Agendas will be prepared by staff with the approval of the Committee Chair and circulated five days in advance of the Committee meeting and posted on the NPCA website. Minutes will be prepared by staff and distributed to the Committee members and staff prior to the next meeting.

Meeting Location:

Meetings will be at the NPCA Head Office (250 Thorold Road West, Welland), Ball's Falls Conservation Area, or at a location determined by the Committee Chair.

Niagara Peninsula Conservation Authority

TERMS OF REFERENCE

GOVERNANCE COMMITTEE

Date of Committee Review – March 27, 2019

Date of Board Approval – April 17, 2019

Revised and Approved August 14, 2019

Revised and Approved June 3, 2020

Committee Type: Standing Committee (NPCA By-Law Section 4)

Committee Purpose and Scope:

The purpose of the Committee is to assist the Board of Directors in the provision of effective oversight of matters related to Board Governance including the NPCA Administrative By-Law, code of conduct, conflict of interest, Board roles and responsibilities, board meetings and associated procedural matters. The Committee also provides oversight to NPCA policy conformity with applicable legislation.

The Board of Directors delegates the following powers to the Standing Committee and reserves the right to delegate any other powers as the Board of Directors determines appropriate, such that in keeping with the Board of Directors Administrative By-Law and the Conservation Authority Act.

Should the timing be such that staff is unable to report to the Governance Committee on the matters listed below, staff may report to the Board of Directors instead.

Key roles and responsibilities include:

1. Board Governance

- 1.1. Regular review and update of the NPCA Administrative By-Law to ensure it is relevant and consistent with Conservation Authority Act;
- 1.2. Ensure the Board is fully oriented with Board roles and responsibilities, code conduct, and conflict of interest as established by the NPCA Administrative By-Law;
- 1.3. Make recommendations regarding Board training and orientation;
- 1.4. Review and recommend Board member compensation;
- 1.5. Set framework and process of Board performance review as required;
- 1.6. Review and recommend practices and procedures for Board meetings, such as board agenda content, consent agenda order of consideration.

2. Policy Conformity

- 2.1 Review and make recommendations to the Board of Directors on all matters relating to NPCA governance policies and procedures;
- 2.2 Review and provide input on Municipal Memorandums of Understanding related to planning or budget matters;
- 2.3 Review and provide input to planning policy conformity with the CA Act and associated provincial legislation;

Committee Authority and Decision Making

The Committee will be governed by the NPCA Administrative By-Law and Code of Conduct. The Terms of Reference sets the roles and responsibilities of the Committee;

Recommendations made by the Committee will be sent to the Board of Directors for approval.

Membership:

The Committee will have a minimum of three (3) members, appointed by the Board of Directors at each Annual Meeting plus the Chair and Vice Chair in ex-officio, non-voting capacity. Members can be added to the Committee upon approval of the Board of Directors throughout the year.

Meetings:

The meeting schedule for the Governance Committee shall be approved annually by the Board of Directors for the upcoming year. The Committee shall meet a minimum of four times per year. Additional meetings can be held at the call of the Committee Chair. Agendas will be prepared by staff with the approval of the Committee Chair and circulated five days in advance of a meeting and posted on the NPCA website. Minutes will be prepared by staff and distributed to the Committee members and prior to the next meeting.

Meeting Location:

Meetings will be at the NPCA Head Office (250 Thorold Road West, Welland), Ball's Falls Conservation Area, or at a location determined by the Committee Chair. Meeting will be held in person or on-line.

Niagara Peninsula Conservation Authority

TERMS OF REFERENCE

PUBLIC ADVISORY COMMITTEE

Committee Type

Advisory Committee

Purpose

To champion the implementation of NPCA's Strategic Plan and other watershed strategies through collaborative action working closely with NPCA staff and community. To provide collaborative, local sector-based perspectives on specific projects/programs and/or other conservation authority matters, as determined by the NPCA Board of Directors or its staff.

Committee Mandate

The PAC is an advisory committee of the NPCA. The Committee advises NPCA Board and staff on local environmental/watershed matters of community interest. Recommendations made by the PAC are provided to staff and the Board of Directors consideration or approval. The PAC is not a formal commenting body regarding review and approval of permits under Section 28 of Conservation Authorities Act.

Membership

PAC membership will be determined through an established recruitment and evaluation process with an aim to have equal geographical and demographic representation as well as diverse backgrounds and experiences. All PAC members, except the Métis and First Nations representatives, will be recruited based on a Board-approved process as per Terms of reference, and appointed by the Board.

The PAC shall consist of up to SIXTEEN (16) citizen members comprising of multi-stakeholder and community representation, as follows:

- Up to THREE (3) Public-at-large
- ONE (1) Conservation Areas user and/or volunteer
- ONE (1) Youth
- ONE (1) Academic/Science/Research
- ONE (1) Business/Industry
- ONE (1) Planning
- ONE (1) Development/Building
- TWO (2) Agriculture
- ONE (1) Environment
- ONE (1) Urban Indigenous
- ONE (1) Métis citizen appointed by Niagara Regional Métis Council

- TWO (2) members appointed by First Nations with a Treaty or historical affiliation to the watershed

Note: Indigenous representation on the PAC does not fulfill or replace the NPCA commitments for engaging with Indigenous communities, nor do they affect protocols created by Indigenous Peoples for engaging government, industry or others, or for gathering, documenting, management or sharing Indigenous knowledge.

Member Roles and Responsibilities

The PAC is governed by NPCA's Administrative By-Law (Sec. 4, Committees). All committee members shall follow the NPCA code of conduct and media protocols.

A PAC Chair and Vice Chair will be elected by members of the PAC to serve for a period of TWO (2) years, and may serve for a maximum of TWO (2) consecutive terms (or 4 years). In the event of a resignation or termination of the PAC Chair, the Vice Chair will fulfill the remaining term of the Chair and a Vice Chair will be elected for the remainder of their term.

Chair and Vice Chair

The Chair will:

- Work with NPCA staff liaison to draft and coordinate committee meeting agendas, work plan and associated documents
- Preside over PAC meetings and aim to build consensus as needed
- Ensure all discussion items end with a decision, action or definite outcome
- Serve as spokesperson for the PAC, only with respect to group recommendations based on consensus during meetings

The Vice Chair will:

- Preside over PAC meetings in the absence of the Chair, or should the Chair be unable to fulfill their duties.
- Fulfill Chair duties as needed in the event of an extended absence.

Members

All Members, including Chair and Vice Chair will:

- Review meeting materials in advance of the meetings and arrive prepared to provide broad perspective on the items under consideration
- Submit agenda items to the PAC Chair or staff liaison a minimum of two (2) weeks prior to the meeting date for consideration
- Make every effort to attend regularly scheduled meetings. If not available, notify the Chair or staff liaison at least one day prior to the meeting
- Agree to describe, process and resolve issues in a professional and respectful manner
- Bring forward potential partnership opportunities that align with NPCA strategic priorities
- Act as a liaison with their respective sectors/community/organizations with information and opportunities to provide input where appropriate
- Adhere to the NPCA Administrative by-law, Code of Conduct and media protocols as well as NPCA policies and procedures for volunteers
- Notify the NPCA in writing should they no longer be able to fulfil their term or wish to resign

Meetings

Regular meetings will be held up to 4 times per year subject to agenda content and need. Additional meetings or workshops may be held at the discretion of the Chair and staff liaison if required for timely matters.

Meetings of the PAC will be open to the public.

The PAC will set the meeting schedule annually at their first meeting of the year. An annual workplan for the PAC will be developed and endorsed by its membership, at the beginning of each year.

Meetings may be held virtually, in-person or hybrid, to be determined by PAC Chair, Vice-Chair and staff liaison.

In-person meetings will be held at either NPCA Head Office (250 Thorold Road West, Welland), Ball's Falls Centre for Conservation (3292 Sixth Avenue, Lincoln), or at another location determined by the Chair and staff liaison.

Meetings are expected to take approximately one and a half (1.5) hours. Exceptions may occur from time to time to deal with significant items.

A quorum will consist of minimum of 50% + 1 of members (excluding vacant positions). Consensus-based decision making is preferred procedure and formal decisions will be based on majority vote.

Member Recruitment

When recruitment of PAC members is required, a recruitment working group will be formed. The working group will comprise of NPCA staff, with recommendations for appointment being brought to the Board for approval. The group will be dissolved once members have been recruited.

Applications from watershed residents will be solicited through a public recruitment process including announcements in newsletters, local newspapers, websites, volunteer networks, community groups and various social media and engagement platforms as appropriate.

Applications will be evaluated by the recruitment group using standardized criteria relevant for filling positions on the PAC. Recommended individuals will be submitted to the NPCA Board of Directors for approval and appointment. All appointed members of PAC will be required to qualify based on policies and protocols applicable to volunteers.

Applicants will be assessed and appointed as needed based on vacancies, except for externally appointed members (i.e., First Nations and Métis representatives). Seats may remain vacant until candidates with the requisite background and skills can be identified.

Termination

The NPCA may, or upon receipt of a recommendation from the Chair, Vice Chair or CAO, terminate a member's appointment based on a careful review of conditions including:

- Breach of NPCA Administrative By-law, Code of Conduct and media protocols;
- Absence at PAC meetings (3 meetings in continuation) without satisfactory reason.

Administration

Secretariat Support

An NPCA staff liaison will be assigned to the PAC by the Chief Administrative Officer (CAO). As

designated by the CAO, appropriate NPCA staff shall provide administrative support, including taking minutes, the distribution of minutes and agendas and the general administrative coordination of meetings, posting of vacancies and communication with the PAC. Staff from various NPCA divisions may provide support to the PAC, including background information, briefings, and formal memos, presentations, and reports as required.

Reporting

Meeting minutes shall be recorded and circulated to members for their review. Draft (unapproved) minutes will be submitted to the NPCA Board of Directors for information at their earliest meeting, as deemed appropriate, following a PAC meeting.

Approved minutes will be made available to the public on the NPCA website, subject to requirements of the *Municipal Freedom of Information and Protection of Personal Privacy Act* (MFIPPA).

On occasion, the PAC Chair (or another member who best represents the topic) may request, or be requested to present and speak on behalf of the PAC at NPCA Board meetings with approval from the Board Chair and/or NPCA CAO.

Travel Expenses & Budget

Members that travel to attend meetings in-person will be compensated for their mileage, in accordance with the established rate for the NPCA, and where these are not covered by other agency or source. Provision of per-diem or honorarium is not available to members of this committee.

The PAC will be allocated \$2,500.00 to cover meeting expenses to be reviewed annually. The budget allocation will be administered by the NPCA staff liaison.

Amendments

The PAC Terms of Reference shall be reviewed and updated every FOUR (4) years. The Terms of Reference may be amended to meet the ongoing needs of the NPCA, through a recommendation by the PAC and by agreement of the majority.