

**GOVERNANCE COMMITTEE MEETING
ON-LINE TELECONFERENCE**

**Thursday, October 1, 2020
9:30 a.m.**

A G E N D A

1. APPROVAL OF AGENDA

2. DECLARATIONS OF CONFLICT OF INTEREST

3. APPROVAL OF THE MINUTES

- a) Minutes of the NPCA Governance Committee Meeting dated June 8, 2020

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4. CORRESPONDENCE

5. PRESENTATIONS

6. DELEGATIONS

7. CONSENT ITEMS

8. DISCUSSION ITEMS

- a) Report No. GC-05-20 RE: Board Evaluation Process Page# 5
- b) Report No. GC-06-2020 RE: Updated Administrative By-Law Page# 14
- c) Report No. GC-08-20 RE: Code of Conduct Complaint Procedure Page# 74

9. NEW BUSINESS

- a) Verbal Discussion on a proposed November Governance Committee meeting

10. ADJOURNMENT

**GOVERNANCE COMMITTEE
ONLINE TELECONFERENCE
MEETING MINUTES
Monday, June 8, 2020
9:30 a.m.**

MEMBERS PRESENT:	R. Foster, Chair R. Brady (attended 9:40 a.m.) J. Ingrao B. Johnson K. Kawall B. Mackenzie E. Smith
MEMBERS ABSENT:	M. Woodhouse B. Clark
STAFF PRESENT:	C. Sharma, Chief Administrative Officer / Secretary - Treasurer G. Bivol, Executive Co-ordinator to the C.A.O. / Board M. Ferrusi, Manager, Human Resources G. Shaule, Administrative Assistant

Chair Foster called the meeting to order at 9:33 a.m.

1. APPROVAL OF AGENDA

Recommendation No. GC-17-2020

Moved by Member Ingrao

Seconded by Member Kawall

THAT the agenda for the June 8, 2020 Governance Committee meeting **BE ADOPTED** as presented.

CARRIED

2. DECLARATIONS OF CONFLICT OF INTEREST

None declared.

3. APPROVAL OF THE MINUTES

a) Minutes of the NPCA Governance Committee meeting dated February 26, 2020

Recommendation No. GC-18-2020

Moved by Member Smith

Seconded by Member Kawall

THAT the minutes of the meeting of the NPCA Governance Committee dated February 26,

4. CORRESPONDENCE

None.

5. PRESENTATIONS

None.

6. DELEGATIONS

None.

7. Consent Items

a) Report No. FA-11-20 RE: Freedom of Information Statistical Report 2019

Recommendation No. GC-19-2020

Moved by Member Kawall

Seconded by Member Ingrao

1. **THAT** Report No. FA-11-20 RE: Freedom of Information Statistical Report 2019 **BE RECEIVED** for information.

2. **AND THAT** staff **BE DIRECTED** to investigate best practices implemented at other Conservation Authorities.

CARRIED

b) Report No. FA-12-20 RE: Public Sector Salary Disclosure

Recommendation No. GC-20-2020

Moved by Member Brady

Seconded by Member Smith

THAT Report No. FA-12-20 RE: Public Sector Salary Disclosure **BE RECEIVED** for information.

CARRIED

8. DISCUSSION ITEMS

a) Report No. GC-02-20 RE: Governance Committee Terms of Reference and 2020 Work Plan - Discussion ensued with respect to the potential role of Governance Committee in the C.A.O. performance review process. Staff was directed consult other Conservation Authorities and municipal bodies to determine best practices and report back to the Committee.

Recommendation No. GC-21-2020

Moved by Member Kawall

Seconded by Member Smith

1. **THAT** Report No. GC-02-20 RE: Governance Committee Terms of Reference and 2020 Work Plan **BE RECEIVED**.
2. **THAT** the proposed changes to the Governance Committee Terms of Reference attached as Appendix 1 to Report No. GC-02-20 **BE APPROVED**.
3. **THAT** the final Governance Committee Terms of Reference **BE APPENDED** to the updated NPCA Administrative By-Law to be presented for Board approval in 2020.
4. **AND FURTHER THAT** until the approval of the updated Administrative By-Law and associated Terms of Reference, the Governance Committee **CONTINUE** to conduct its business per existing Terms of Reference dated April 17, 2019.
5. **THAT** the 2020 Governance Committee Annual Work Plan - 2020 attached as Appendix 2 to Report No. GC-02-20 **BE APPROVED**.

CARRIED

b) Report No. GC-03-20 RE: Board Training

Recommendation No. GC-22-2020

Moved by Member Ingrao

Seconded by Member Kawall

1. **THAT** Report No. GC-03-2020 RE: Board Training **BE RECEIVED**.
2. **AND THAT** the Chief Administrative Officer / Secretary-Treasurer **BE DIRECTED** to prioritize educational sessions for the Board of Directors in the following areas for 2020 and into 2021 as required:
 - Conflict of Interest,
 - Code of Conduct,
 - Floodplain Mapping,
 - Administrative By-Law,
 - The NPC Foundation and
 - Levy training.

CARRIED

c) Report No. GC-04-20 RE: Per Diem and Honourarium Update

Recommendation No. GC-23-2020

Moved by Member Brady

Seconded by Member Kawall

1. **THAT** Report No. GC-04-20 RE: Per Diem and Honourarium Update **BE RECEIVED**.
2. **THAT** the proposed changes to the Per Diem and Honorarium section of the NPCA Administrative By-Law attached as Appendix 1 to Report No. GC-04-20 **BE APPROVED**.
3. **THAT** the information contained within Appendix 1 of Report No. GC-04-20 **BE INCLUDED** to the updated Administrative By-Law to be presented for Board approval in 2020.

4. **AND FURTHER THAT** the approved amendments to the Per Diem and Honourarium Update **BE FORWARDED** to the Full Authority Board for immediate adoption.

CARRIED

- d) Board Member Evaluation – Discussion ensued with respect collective evaluation processes. Staff were directed to investigate best practices and to revisit the issue for the September Committee meeting.

9. NEW BUSINESS

- a) Delegations to Board Meetings – Member Kawall requested that the Board consider allowing Delegations to present via video feed for Board meetings held online given the anticipated duration of the current pandemic and state of emergency. It was noted that this would entail a reconsideration of prior direction from the Board.

Recommendation No. GC-24-2020

Moved by Member Kawall

Seconded by Member Smith

THAT the Governance Committee recommends the Board implement a process to provide for live presentations by delegations via video at online Board meetings.

CARRIED

10. ADJOURNMENT

Recommendation No. GC-25-2020

Moved by Member

Seconded by Member

THAT the meeting of the NPCA Governance Committee hereby **ADJOURNS** at 11:13 a.m..

CARRIED

Robert Foster,
Committee Chair

Chandra Sharma
Chief Administrative Officer /
Secretary - Treasurer

Report To: Governance Committee

Subject: Board Evaluation Process

Report No: GC-05-20

Date: October 1, 2020

Recommendation:

1. **THAT** Report No. GC-05-20 RE: Board Evaluation Process **BE RECEIVED**.
2. **THAT** the Procedure for Board Evaluation Process as outlined in Report No. GC-05-20 and associated appendices **BE APPROVED**.
3. **AND FURTHER THAT** Report No. GC-05-20 including Appendix 2 and Appendix 3 be **APPENDED** to the next Full Authority Board meeting.

Purpose:

The purpose of this report is to provide the Governance Committee with best practices in the area of board evaluation. Based on the information gained, a formalized process for board evaluation is suggested for input and approval.

Background:

The Auditor General of Ontario Special Audit of the NPCA Recommendation 5.2 & 5.3 states:

To ensure that the Niagara Peninsula Conservation Authority (NPCA) Board of Directors has all the information it needs to effectively oversee the NPCA and improve its oversight when needed, we recommend that the NPCA Board:

- *Develop performance indicators to facilitate the Board's evaluation of its oversight processes and activities.*
- *Regularly evaluate both its collective performance and the performance of individual Board members*

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

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

On July 24, 2019, the Governance Committee received Report no. GC-06-19 with Draft Evaluation Tools for the Governance Committee's review and recommended the information be passed to the incoming CAO for further comment and/or review.

Subsequent recommended evaluation tools were reviewed through the Governance Professionals of Canada and Appendices 2 and 3 contain further modified options for Board Individual Self-Evaluation and Board Evaluation.

Discussion:

The Treasury Board of Canada Secretariat and the Governance Professionals of Canada state a board assessment process should have four elements:

1. The commitment of all individual directors to participate, ensuring there is a shared understanding and acceptance of the benefits of the evaluation.
2. A well-thought-out systematic process ensuring that there is a clear timeline and useful evaluation.
3. Specific, appropriately chosen instruments ensuring that the resulting information is valid, and the evaluation is efficient and accurate.
4. Follow-up after the assessment ensuring that any identified areas of concern have been addressed and that evaluation information reaches the correct individuals

A regular assessment process ensures the board and its individual directors examine existing structures and processes, identify successful practices to be retained and provides the opportunity for discussion about areas for ongoing improvement.

Recommended procedure for Board evaluation:

- 1) During the first year of the term, staff should undertake a needs assessment along with Board Orientation to determine training and other information needs;
- 2) At a minimum, the evaluation process is recommended twice (year 1 and year 4 of the term of appointment). Annual evaluation may be carried at the discretion of Chair;
- 3) Board Members are requested to complete the Individual Board Member self-assessment and the Board Evaluation
 - a. CAO and/or Human Resources will assist with initiating this process if required.
- 4) Individual Board Member self-assessments and Board Evaluations will be forwarded to the CAO and Chair/Vice Chair.
 - a. The Chair will work with the CAO in recommending development opportunities for the board based on evaluations; and
 - b. Documentation of the evaluations will be kept confidentially in line with the Record Retention Policy;
- 5) Using the Board Evaluation, staff will draft an updated board priority report and any implementation recommendations for approval of the full board.

- 6) Staff reviews current Board evaluation and Individual Board Member Self-Assessment tools and works with staff on any recommendations for updates to the tool and/or process for approval of the full board.

Financial Implications:

None.

Links to Policy/Strategic Plan:

None.

Related Reports and Appendices:

Appendix 1: Board Assessment

Appendix 2: Individual Board Member Self-Assessment

Authored by:

Original Signed by:

Misti Ferrusi, BA, CHRL
Manager, Human Resources

Submitted by:

Original Signed by:

Chandra Sharma, MCIP, RPP
Chief Administrative Officer/Secretary-
Treasurer



Niagara Peninsula Conservation Authority Board Evaluation

INTRODUCTION

The purpose of the Board Evaluation is for Board Members to reflect on how they function collectively in advancing the interests of the NPCA.

- The Chair will work in collaboration with staff to use this information to identify future information needs and training opportunities for board members and for setting a board priority report and implementation recommendations
- Once the board assessment is complete, the Board Chair and Vice-Chair will sign and date the document.
- All board assessments kept as part of the confidential board records

BOARD MEMBER INFORMATION

Name: Click here to enter text.

Evaluation timeframe: Click here to enter text.

Date: Click here to enter a date.

BOARD RESPONSIBILITIES	EVALUATION
The Board understands and embraces the mandate/mission as a standard against which all decisions are made.	Choose a rating
The Board makes strategic decisions which are based on approved policy and procedures	Choose a rating
The Board devotes time to planning and evaluation of short and long term priorities needs for long term sustainability of the organization	Choose a rating
The Board understands its fiduciary responsibility	Choose a rating
The Board receives sufficient information to keep current on financial performance and to make informed and prudent fiscal decisions	Choose a rating
The Board approves annual budgets based on organization priorities and makes resource allocation decisions which enable the Authority to progressively advance the mandate/mission and achieve its strategic goals	Choose a rating
The Board monitors programs and services, using objective data, to ensure they adhere to policies, are consistently of high quality and of good value to the municipalities and the public	Choose a rating

APPENDIX 1 to Report No. GC-05-20

The Board has a communications strategy for NPCA	Choose a rating
The Board fosters effective, open, transparent and accountable communications between NPCA, its municipalities and the public	Choose a rating
The Board ensures a climate of mutual trust and respect exists between the Board and the CAO/ST	Choose a rating
The Chair has defined authority and responsibility to lead, direct and manage the CAO/ST successfully	Choose a rating
The Board and CAO/ST have agreed upon criteria to evaluate the CAO/ST's performance	Choose a rating
The Board seeks the professional advice of staff, respects the valued recommendations of the CAO/ST and staff and understands their approval role versus staff's operating and implementing role	Choose a rating

BOARD EFFECTIVENESS	EVALUATION
The Board has defined a role for the Chair, Vice Chair, Board and CAO/ST in the Administrative By-Laws and the Board makes decisions based upon Mandate/Mission, reliable information and data.	Choose a rating
The Board executes their fiduciary, strategic and policy related responsibilities	Choose a rating
The structure of the Board, Officers and Committees contributes to NPCA's ability to function effectively and each Committee has clear mandate.	Choose a rating
There is a climate of mutual respect and trust among the Members of the Board of Directors	Choose a rating
All Board Members fully participate in Board discussions	Choose a rating
The Board receives agendas and Reports for review 5 days in advance of the Board meeting	Choose a rating
Board meetings make effective and productive use of the role of Board Members by focusing agendas and decisions on policies, practices, programs & priorities at a strategic level and not the operational details	Choose a rating
Sufficient meeting time is allowed for reaching Board consensus on complex issues as may be needed	Choose a rating

BOARD DEVELOPMENT	EVALUATION
The Board currently contains a sufficient range of experience to make it an effective governing body	Choose a rating
Board members are familiar with agency by-laws and policy documents (e.g. Administrative By-Law, workplans and budgets), A Systematic orientation program is in place	Choose a rating
The Board commits time for annual group learning experiences at meetings and retreats designed to improve the Board's effectiveness as a governing	Choose a rating

APPENDIX 1 to Report No. GC-05-20

body and its understanding of good governance and emerging issues facing NPCA and the community it represents	
Board Members are encouraged to enhance their skills in governance and leadership	Choose a rating

GENERAL ASSESSMENT

What issues or priorities may require the Board's special attention during the next one to three years?

Use this space to provide comments

How can the Board's organization or performance be improved in the next 6-12 months?

Use this space to provide comments

What specific areas of training would you and the Board benefit from?

Use this space to provide comments

What other comments, ideas or suggestions would you like to offer related to the Board's performance?

Use this space to provide comments



Niagara Peninsula Conservation Authority Board of Directors Individual Self-Assessment

INTRODUCTION

The purpose of the Individual Self-Assessment is to allow Board Members to reflect on key areas that impact their effectiveness as an NPCA Board Member.

- The Board Chair will work in collaboration with the CAO to use this information to identify future development opportunities for board members
- Board Members should use this information to determine if there are any improvements, he/she can make in maximizing individual contributions to the full board
- Once the individual self-assessment is complete, the Board Member will sign and date and forward to the Board Chair.
- All individual self-assessments kept by CAO/HR confidentially for one (1) year past the current term of the board.

BOARD MEMBER INFORMATION

Name: [Click here to enter text.](#)

Evaluation timeframe: [Click here to enter text.](#)

Date of Current Appraisal: [Click here to enter a date.](#)

Section 1: RATINGS

PARTICIPATION	SELF EVALUATION
I attend at least 80% of board/committee meetings	Choose a rating
I review pre-readings and attend meetings well prepared to add value to agenda items	Choose a rating
I express thoughtful, honest concerns or opinions on issues presented to the Board/Committee	Choose a rating
I take tough, constructive stands at Board/Committee meetings when necessary	Choose a rating

APPENDIX 2 – GC-05-20

If I feel unable to fully evaluate an agenda item presented for approval, I ask for additional information	Choose a rating
I am strategic in my thinking and focus on strategic issues and goals rather than operational details	Choose a rating
I avoid micro-managing the organization and stay focused at a strategic/oversight level	Choose a rating
I am devoting sufficient time to my duties	Choose a rating
COMMENTS: Click here to enter text.	

KNOWLEDGE	EVALUATION
I am aware of and understand the NPCA Board of Director's By-Laws	Choose a rating
I am aware of, understand and uphold the NPCA Board of Director's Code of Conduct	Choose a rating
I understand the mandate of the NPCA	Choose a rating
I have sufficient understanding of NPCA legislative requirements and restrictions	Choose a rating
I keep current on areas and issues the Board may be asked to deliberate and decide upon	Choose a rating
I am committed to expanding my knowledge of the industry and remaining current on emerging risks and trends	Choose a rating
COMMENTS: Click here to enter text.	

COLLABORATION	EVALUATION
I find and bring information to help us stay relevant, informed and focused	Choose a rating
I encourage contributions from my fellow Board/Committee members	Choose a rating
I seek information and opinions from others and listen to the views expressed	Choose a rating
I am able to effectively represent the concerns of my municipality	Choose a rating

I am respectful of my fellow board members and am able to have productive, constructive dialogue	Choose a rating
COMMENTS: Click here to enter text.	

SECTION 2: IDENTIFIED STRENGTHS & OPPORTUNITIES

In my view, my most significant achievement in the past year was:

Use this space to provide comments

In my view, the most important thing I could do to improve my effectiveness as a Board Members is:

Use this space to provide comments

Please provide any further comments:

Use this space to provide comments

Report To: Governance Committee

Subject: Updated Administrative By-Law

Report No: GC-06-2020

Date: October 1, 2020

Recommendation:

1. **THAT** Report No. GC-06-2020 RE: Updated Administrative By-Law **BE RECEIVED**.
2. **THAT** the NPCA Administrative By-law dated December 19, 2020 **BE REPEALED** at the Full Authority Meeting of October 22, 2020.
3. **THAT** at the Full Authority Meeting of October 22, 2020, the Board **ADOPT** the Administrative By-Law attached as Appendix 1 to this report inclusive of revisions authorized under prior Board direction and with other clerical and administrative updates as appropriate.

Purpose:

The purpose of this report is to incorporate the outstanding Board directives to the Administrative By-law and to provide updates and other editing amendments where required.

Background:

The NPCA Administrative By-law is based on the model by-law provided by Conservation Ontario which has been widely adopted by most other Conservation Authorities in the Province of Ontario. Throughout 2019 and 2020 the Governance Committee and Board of Directors proposed and authorized a series of changes to the NPCA Administrative By-Law.

Discussion:

Although revisions to the Administrative By-law were merged into the document up till the end of 2019, a number of additional approved changes remain yet to be incorporated, most notably:

- provisions for electronic meetings / meetings during declared emergencies;
- the addition of new Terms of Reference for the Board's committees;
- revised Conflict of Interest / Code of Conduct sections and associated complaint procedure; and
- a revised per diem section.

With changes to staff, the Board, and in the make-up of the Governance Committee itself throughout 2019 and 2020, there were some areas where revisions did not align well with previously approved amendments and directions. For example, the section of the by-law on delegations was revised a number of times throughout 2019 and 2020.

Additionally, at its meeting on September 28, 2020 Conservation Ontario will be considering revisions to the hearings process under Section 28 of the *Conservation Authorities Act*. It is therefore anticipated that the hearings process currently in Appendix 3 to the Administrative By-Law will be revised and available for inclusion in the updated Administrative By-law in time for the October NPCA Board of Directors' meeting.

With all that in mind, the draft by-law currently before the Committee attached as Appendix 1 to the report attempts to remove the ambiguity within certain provisions and updates other provisions to reflect the final Board direction along with prevailing changes in legislation, etc.. For example, the section on the 2018-2021 strategic plan was removed. Provisions with respect to Freedom of Information were moved from the "Meeting Procedures" section and added to the "Governance" section. Staff has also incorporated a section within the by-law to address financial requirements based on the Conservation Ontario template.

Rather than encumbering the existing Administrative By-Law with further amendments, staff have deemed it advantageous to repeal the current by-law and replace it with the updated version. Changes to the proposed Administrative By-law as attached have been highlighted for reference.

Although the Administrative By-law would benefit from a subsequent review at a future date, it is important to move ahead by formally adopting the revised by-law with the incorporated changes as directed.

Financial Implications:

There are no financial implications to the adoption of the revised Administrative By-law.

Links to Policy/Strategic Plan:

Not applicable.

Related Reports and Appendices:

Appendix 1 to Report No. GC-06-2020 RE: Updated Administrative By-Law (as attached)

Other Related Reports and Documents (not attached)

1. NPCA Administrative By-Law (December 19, 2019)
2. Report No. GC-02-20 RE: Governance Committee Terms of Reference and 2020 Work Plan
3. Report No. A&BC-06-20 RE: Audit and Budget Committee Terms of Reference and 2020 Work Plan
4. Report No. FA-21-20 RE: Administrative By-law Amendments and Adoption of Emergency Provisions for Electronic Meetings and Teleconferencing
5. Report No. GC-04-20 RE: Per Diem and Honourarium Update

6. Resolution No. FA-87-20
7. Report No. FA-34-20 RE: Public Advisory Committee Terms of Reference and 2020-2021 Work Plan
8. Report No. SPC-01-20 RE: Strategic Planning Committee Terms of Reference and Work Plan
9. Excerpt of an email from K. Jull, Gardiner Roberts, LLP dated February 19, 2020 RE: 6 Legal Principles for Board Consideration in Public Comment on Matters with Legal Implications

Authored by:

Original Signed by:

Grant Bivol,
Executive Co-ordinator to the C.A.O. /Board

Submitted by:

Original Signed by:

Chandra Sharma, MCIP, RPP
Chief Administrative Officer/Secretary-Treasurer



Niagara Peninsula Conservation Authority

Administrative By-law

Niagara Peninsula Conservation Authority Administrative By-Law

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I. Background

1. Amendments to the Conservation Authorities Act

The *Conservation Authorities Act*, as amended by the *Building Better Communities and Conserving Watersheds Act, 2017*, and Bill 108, *More Homes, More 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*, with the objects to provide, in the area over which it has jurisdiction, programs and services designed to further the conservation, restoration, development and management of natural resources other than gas, coal and minerals.

Under the Act, municipalities within a common watershed are enabled to petition the province to establish a conservation authority. The purpose of the Act is to provide for the organization and delivery of programs and services that further the conservation, restoration, development and management of natural resources in watersheds in Ontario. The Authority is comprised of its Members, appointed as representatives by the participating municipalities (The Regional Municipality of Niagara, The City of Hamilton, The Corporation of Haldimand County).

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 their office, the Chair and Vice Chair may participate in all Committees and 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.

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

“Majority” means half of the votes plus one.

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

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

“Per Diem” 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.

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

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

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

B. Governance

1. Board Members

- 1.1** Membership of the Niagara Peninsula Conservation Authority includes three (3) participating municipalities: The Regional Municipality of Niagara, The City of Hamilton and The Corporation of Haldimand County.
- 1.2** The Niagara Peninsula Conservation Authority Board of Directors is comprised of members appointed by the participating municipalities in accordance with Section 14 and Section 2 (2) of the Act.
- 1.3** The following represent the number of representatives that the participating municipalities appoint:
- Region of Niagara - Fifteen (15) members
- City of Hamilton – Four (4) members
- Haldimand County – Two (2) members
- 1.4** A Board Member shall be appointed for a term of up to four years, after each municipal election as may be determined by the participating municipalities (Niagara Region, City of Hamilton, Haldimand County) that appoint the members. A member may be replaced by the participating municipality (Niagara Region, City of Hamilton, Haldimand County) that appointed the member during the four-year term. According to the Act, a member's term begins at the first meeting of the authority after his or her appointment and expires immediately before the first meeting of the authority after the appointment of his or her replacement.
- 1.5** 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: (**Note:** “On a day to be named by proclamation of the Lieutenant Governor, Section 21 (1) of the Act will be repealed).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(p) to cause research to be done;

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

2.2 Functions of the Board

In addition to the procedures in this policy and subject to the *Conservation 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.

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

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

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 should 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 should be taken in consultation with the CAO / Secretary-Treasurer to organize the process.

- If a Board Member receives a complaint about a staff person or would like to acknowledge a staff person, such information should go through the CAO / Secretary-Treasurer.
- If a Board Member receives a complaint from a staff person, the Board Member must advise the staff person to follow the appropriate procedure as outlined in the personnel policy.

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

The Board is solely responsible for the following:

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

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

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

4.1 Current Standing Committees are:

- Finance Committee
- Governance Committee
- Public Advisory Committee.

Current Ad Hoc Committees are:

- Strategic Planning Committee.

- 4.2 The Authority may strike a standing or ad hoc 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, plus 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 ad hoc 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 committees will be comprised of Authority Board Members save and except the Public Advisory Committee which shall also 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.
- 4.9 Only committee members are entitled to vote on matters coming before the committee.
- 4.10 Standing and ad hoc 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.
- 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. 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 with the Executive Coordinator to the Board 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 Board of Directors shall receive and approve the Audited Financial Statements and Report of the Auditor annually for the previous year. The Board of Directors shall forward copies of the Audited Financial Statements and Report of the Auditor to participating municipalities and the Minister and will make them available to the public by posting on the NPCA website in the Board of Directors agenda or minutes.

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. Quorum

- 1.1 At an NPCA Board meeting, a quorum consists of one-half of the members appointed by the participating municipalities.
- 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.
- 1.3 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.
- 1.4 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.

2. Annual Meeting

- 2.1 The annual meeting of the NPCA Board will occur on the third Wednesday of February.
- 2.2 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.
- 2.3 At this meeting, the election of the Chair and Vice-Chair shall occur in accordance to Appendix 2 – Procedure for Election of Officers.
- 2.4 Other matters considered at the Annual General Meeting include appointments to Conservation Ontario, Standing and Ad Hoc Committees, Borrowing Resolution, NPCA Signing Authorities, appointment of auditor, and approval of the schedule of meetings for the upcoming year.

3. Notice of Meeting

- 3.1** 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.
- 3.2** Notice of any meeting shall indicate the time and place of that meeting and the agenda for the meeting.
- 3.3** 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.
- 3.4** 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.
- 3.5** When a quorum is first present after the hour fixed for a meeting, the Chair shall call the meeting to order.
- 3.6** 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.
- 3.7** 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.
- 3.8** 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.
- 3.9** 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
- 3.10** 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.
- 3.11** 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.

- 3.12** 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.
- 3.13** Notwithstanding Section 3.6 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.
- 3.14** 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.
- 3.15** 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.

4. Agenda for Meeting

- 4.1** 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

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

- 4.3** 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.
- 4.4** 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.
- 4.5** 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.

5. Disclosure of Conflict of Interest

- 5.1** 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.
- 5.2** Where a meeting is not open to the public, in addition to complying with the requirements in Section 5.1, the Member shall forthwith leave the meeting for the part of the meeting during which the matter is under consideration.
- 5.3** 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.
- 5.4** 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.

6. Notice of Motion

- 6.1** 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.

- 6.2 The CAO / Secretary-Treasurer shall include such notice of motion in full in the agenda for the meeting concerned.
- 6.3 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.
- 6.4 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.
- 6.5 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.
- 6.6 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.
- 6.7 Reconsideration of a motion previously adopted by the Authority requires a two-thirds majority of the Board (i.e. based on a membership of 21; 14 or more Members present equals two thirds majority).

7. Delegations

- 7.1 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.
- 7.2 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.
- 7.3 Any person or organization requesting an opportunity to address the Authority but not having made a written request to do so in accordance with Section 10.1 may appear before a meeting of the Authority but will be heard only if approved by a ruling of the majority of the Board Members at the meeting.

- 7.4** 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.

- 7.5** 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.
- 7.6** 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. Questions to delegations should be limited to a maximum of one question per Member.
- 7.7** Presentations shall adhere to the rules of order noted under Delegations.
- 7.8** 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.

8. Electronic Meetings and Participation

Electronic meetings are permitted and must follow/accommodate all Section C. Meeting Procedures identified in this by-law, or in the case of Hearings, the *CA Hearing Procedures*.

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.

8. Meetings with Closed Sessions

- 8.1** 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.

8.2 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*.

8.3 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.

8.4 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.

8.5 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.

8.6 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.

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

9. Vote

- 9.1** On a tie vote, the motion is lost;
- 9.2** 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.
- 9.3** The presiding Standing Committee Chairs shall only vote in the event of a tie or when a recorded vote is requested.
- 9.4** A majority vote of the members present at any meeting is required upon all matters coming before the meeting.
- 9.5** 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.
- 9.6** 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.
- 9.7** 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.
- 9.8** 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)
- 9.9** 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.
- 9.10.** A vote on any planning or regulation matter dealt with through a telephone conference meeting, shall be a recorded vote.

- 9.11** If a vote is required, upon circumstances described in Section 3.11, the Chair may direct the CAO / Secretary - Treasurer to conduct a “telephone or email survey” and record the vote.
- 9.12** 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.
- 9.13** 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.
- 9.14** 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 9.14 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.

10. Minutes

- 10.1** 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.
- 10.2** 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.
- 10.3** The CAO / Secretary-Treasurer shall send out the minutes of Board meetings to each member of the Authority.

- 10.4** 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.
- 10.5** The CAO / Secretary-Treasurer shall ensure that all meeting minutes are posted to the NPCA website.

11. 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:

- 11.1** 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.
- 11.2** 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.
- 11.3** 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.
- 11.4** 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.
- 11.5** 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.

12. General

- 12.1** 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:

October , 2020

Chandra Sharna
Chief Administrative Officer/
Secretary-Treasurer

Date

October , 2020

Brenda Johnson, Chair

Date

2.0 Appendices to the Administrative By-law

Appendix 1 - Code of Conduct

1. Background

The Niagara Peninsula Conservation Authority demands a high level of integrity and ethical conduct from its Board of Directors. As such, a written Code of Conduct helps to ensure that all 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. General

2.1 The Code of Conduct applies to all Members of the NPCA Board of Directors.

2.2 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.

2.3 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. 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

Directors shall not accept any fees, gifts, hospitality, social gifts or personal benefits that are connected directly or indirectly with the performance of duties, except compensation authorized by law.

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:
- file the written statement by the Board member in the Conflict of Interest Registry;
 - record the interest in the minutes of the meeting;
 - file a record of the interest recorded in the minutes of the meeting in the Conflict of Interest Registry; and
 - 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. 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.

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

5. 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. 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. 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. 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. 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. 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. 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. 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. 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 as soon as possible.
- 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. 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. 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:

- 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

Procedures for hearings convened on Section 28 are currently before Conservation Ontario for deliberation and approval on September 28, 2020. Once approved, the revised Hearing Procedures will come forward within the Administrative By-law for approval at the October 2020 meeting of the NPCA Board of Directors.

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 five (5) members, generally appointed by the Board of Directors at each Annual Meeting (or subsequent meeting) and will include 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 five (5) members, appointed by the Board of Directors at each Annual Meeting, and will include 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

Date of formation: February 19, 2014

Date of Board approval: July 16th 2020 ,

Updated Final Received by Public Advisory Committee; September 24, 2020.

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

1.0 Committee Purpose and Role:

The purpose of the Committee is to provide collaborative local perspective, guidance and expert advice in the implementation of NPCA policies, plans and/or other issues as the Board may request. Members will serve in a non-governance capacity with a focus on providing advice and recommendations for consideration by NPCA Board, which are aligned with the approval annual workplans from each Division – Corporate Services, Operations, Watershed Management and Communications/Engagement.

Key roles and responsibilities include:

- Act as Champions/Ambassadors for the NPCA
- Advise on potential partnership opportunities
- Provide a conduit to the local community within their sector
- Identify barriers and opportunities in the community within their sector
- Advise on opportunities to communicate information from the NPCA to their sector partners
- Advise on issues from within their sector.

1.1 Watershed Floodplain Sub-Committee

A Sub-Committee of 4-6 interested NPCA Public Advisory Committee members will be established to act as a Watershed Floodplain Sub-Committee. Members of the NPCA Board of Directors may request to attend Committee meetings as per section 6.0 of this terms of reference.

Key roles and responsibilities will include:

Review and advise staff and NPCA Board of Directors on matters relating to watershed floodplain mapping projects, with respect to the implementation, study, or reviewing of existing or new floodplain mapping exercises or projects throughout the Niagara Peninsula Conservation Authority Watershed through:

- Attending strategy meetings as required;
- Setting out a process to allow transparent public input;
- Provide input on peer opinions, technical and other information as appropriate
- Provide input on policies with respect to implementation of watershed floodplain mapping;
- Development of a process to disseminate the floodplain mapping and information.

1.2 Member Recruitment Sub-Committee

A member recruitment sub-committee of the Public Advisory Committee comprised of the NPCA Board Chair, the Committee Chair and one Public Advisory Committee member in good standing will be established when there are vacancies on the Public Advisory Committee. In the absence of a Committee Chair, the NPCA Board Chair will approve a 2nd Public Advisory Committee member in good standing for the Sub-Committee.

Key roles and responsibilities will include:

- Advising staff on recruitment strategies;
- Review of submitted applications;
- Attending meetings as required;
- Recommend members for appointment to the NPCA Board of Directors.

2.0 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.

3.0 Membership:

The NPCA Public Advisory Committee shall consist of up to FOURTEEN (14) members comprising multi-stakeholder representation including planning, business, agriculture, environmental, development sectors and representation from Indigenous communities, the general public and will include the Chair and Vice Chair in an ex-officio capacity.

Members of the NPCA Public Advisory Committee will be appointed to serve for a term of TWO (2) years beginning in January of that year. Positions vacated will be filled through a “Call for expression of interest” to be conducted as required. In the event of a vacancy during a regular term, the vacancy may be filled for the remainder of that term.

Representative Seat Structure:

The Public Advisory Committee shall consist of the following representation:

- THREE (3) members from the public-at-large (with knowledge of NPCA mandate and related programs including heritage, education, restoration and health being an asset)
- ONE (1) member representing Métis Niagara
- ONE (1) member representing a Chamber of Commerce or the Tourism industry
- ONE (1) member representing agriculture/value-added agriculture sector from the north part of the watershed
- ONE (1) member representing agriculture/value-added agriculture from the south part of the watershed
- ONE (1) member representing the development sector
- ONE (1) member representing the environmental sector
- ONE (1) member representing First Nations

- ONE (1) member representing urban/rural planning (must have Registered Professional Planner designation)
- ONE (1) member representing volunteers/users (e.g. hikers, hunters, campers, anglers, etc.)
- TWO (2) Members from the NPCA Board of Directors comprised of the NPCA Board Chair (ex-officio) and NPCA Board Vice-Chair (ex-officio)

4.0 Expectations of Members:

- Review meeting materials in advance of the meetings and arrive prepared to provide a broad perspective on the items under consideration.
- Submit agenda items to the Committee Chair and staff a minimum of TWO (2) weeks prior to the meeting date for approval.
- Make every effort to attend regularly scheduled meetings. If not available, notify the Chair and staff contact on inability to attend at least one day prior to the meeting date.
- Agree to describe, process and resolved issues in a professional and respectful manner.
- Provide constructive input to help identify future projects or strategic priorities for consideration, respective of their sector representation
- Members are encouraged to go back to their respective sectors with information received at Public Advisory Committee meetings to notify of public opportunities to provide feedback where appropriate.
- In the event of an extended absence in writing, a surrogate may be pre-approved at the discretion of the Committee Chair and NPCA Board.
- Members may cease to be a member of the Committee if they:
 - Resign from the Committee;
 - Fail to attend TWO (2) consecutive meetings without providing reasons of significance to the Committee Chair;
 - No longer objectively represent their sector;
 - Breach of confidentiality or violate the Code of Conduct;
 - The Committee Chair may recommend a member be removed from the Public Advisory Committee if they are no longer meeting their responsibilities.

5.0 Committee Chair:

To provide a conduit of communication, the NPCA Board Chair and Vice-Chair will be ex-officio members of the Public Advisory Committee. A Committee Chair shall be elected by the Public Advisory Committee to serve for a period of TWELVE (12) months. The Committee Chair may serve for TWO (2) consecutive terms.

The Committee Chair responsibilities include:

- Building consensus;
- Providing leadership and ensuring the fair and efficient functioning of the Committee;
- Scheduling meetings and notifying the Committee members;
- Inviting special guests to attend meetings when required;
- Guiding the meeting according to the agenda and time available;
- Ensuring all discussions items end with a decision, action or definite outcome;
- Review and approve draft minutes before distribution
- Chairing Sub-Committee meetings

The NPCA Board Chair and Vice-Chair responsibilities:

- Act as a conduit between the Public Advisory Committee and the Board

- May be asked to Chair Public Advisory Committee meetings if the Committee Chair is absent

6.0 Committee Meeting Requirements:

The Public Advisory Committee will meet at least quarterly for a duration of approximately TWO (2) hours. Exceptions may occur from time to time to deal with significant items. Meeting quorum will be 50% + 1 of current filled Committee seats.

Meetings of the Public Advisory Committee are public, and members should be aware that their names will be posted on the NPCA website and when requested by members of the public. Personal information, other than name and resident municipality, will be kept confidential in accordance with Provincial legislation.

Internal or external persons may be invited to attend Public Advisory Committee meetings at the request of Committee Chair, on behalf of the Committee, to provide advice and assistance where necessary. These attendees will have no advisory privileges and may be requested to leave the meeting at any time by the Committee Chair. NPCA Board members are encouraged to attend Public Advisory Committee meetings but will carry no voting power and will not receive a per diem for attending.

7.0 Administration and Reporting:

The NPCA Community Outreach and Volunteer Coordinator will provide administrative services for the NPCA Public Advisory Committee, including preparation and distribution of agendas, recording of meeting minutes/notes, reports and general information as required to Public Advisory Committee. The Executive Coordinator to the CAO and Board may also provide administrative support to the Public Advisory Committee.

Minutes shall be recorded and circulated to members. Draft unapproved minutes may be submitted to the NPCA Board of Directors at their earliest meeting following a Public Advisory Committee meeting if members are given 2 weeks to review the draft minutes. Actionable items to be carried forward by NPCA Board Chair in a timely fashion.

The Community Outreach and Volunteer Coordinator will coordinate reports on the Public Advisory Committee activities for inclusion in NPCA Board meeting agendas. From time to time, the Public Advisory Committee Chair may be asked to present items of significance to the NPCA Board of Directors.

Application Process:

Potential applicants will be assessed and recommended for appointment based not only on if there is an available seat but also on their ability to meet the roles and expectations of a member. Seats may remain vacant until candidates with the requisite background and skills can be identified. Calls for Expression of Interest will be fully transparent and made public through the following measures:

- NPCA website and engagement portal
- Social media venues
- Local print media
- Direct contact with appropriate community organizations/groups related to the vacancy (e.g. Homebuilders Association, Nature Clubs, Agricultural organizations)

Applications will be submitted to the NPCA Community Outreach Coordinator with the following information:

- Contact information;
- Area of expertise/sector they want to represent;
- Why they want to serve on the Committee and prior Committee experience;
- Educational background (if applicable to role);
- Professional/employment experience and professional designations (if applicable to the role).

Applications will be evaluated by the Public Advisory Committee Member Recruitment Sub-Committee and final recommended candidates will be submitted to the NPCA Board of Directors for appointment. The NPCA maintains a strong policy of equal opportunity and recognizes diversity as a source of strength and works to champion inclusive attitudes and encourage adoption of inclusive approaches that lead to full and meaningful participation of all.

Applicants will be evaluated based on the following:

- Knowledge and experience related to the sector representation;
- Knowledge of the Niagara Peninsula Conservation Authority;
- Experience working on multi-sector Committees;
- Relevant volunteer/community service work related to the seat they are applying for.

8.0 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. Online meeting can be arranged, during emergencies, and at the discretion of Chair.

9.0 Resources and Budget:

The budget for the NPCA Public Advisory Committee will be allocated at \$2500 to cover meeting expenses and recruitment processes.

10.0 Amendments:

The Terms of Reference and the role of the NPCA Public Advisory Committee shall be reviewed and assessed every FOUR (4) years by the incoming Board of Directors. The Terms of Reference may be amended to meet the ongoing needs of the NPCA, by agreement of the majority of Board members.

Niagara Peninsula Conservation Authority

TERMS OF REFERENCE

STRATEGIC PLANNING COMMITTEE

**Date of Previous Board Approval –
November 20th, 2019**

**Date of Committee Review and Approval -
July 23, 2020.**

Approved by the Board - September 17, 2020

Committee Type: Ad Hoc Committee (NPCA By-Law Section 4)

NPCA Strategic Plan 2021-2031

A critical priority of the NPCA Board is to launch the strategic planning process towards the development of the 2021-2031 Strategic Plan. This process is being launched with a premise that NPCA has an opportunity to engage the community, partners, stakeholders, the Board of Directors and staff toward a common inspirational vision on future priorities. The new Strategic Plan will help align future organizational priorities with the constantly changing environment in our jurisdiction (e.g., climate change), as well as with the strategic goals of partners and stakeholders. The new Strategic Plan should aim to have feasible and measurable performance targets to evaluate NPCA's impact.

Committee Purpose and Role:

The purpose of the Strategic Planning Committee (SPC) is to assist the Board of Directors in the formulation of an updated Strategic Plan. The Committee will provide oversight throughout all phases/milestones/deliverables of the Strategic Plan process led by NPCA staff. Upon completion, the Committee will make a recommendation to the Board of Directors for final approval of the Plan.

The Board of Directors delegates the following specific powers to the Strategic Planning 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 Strategic Planning Committee on the matters listed below, staff may report to the Board of Directors instead.

The Strategic Planning Committee will dissolve upon completion of the Strategic Plan.

Any other Ad-Hoc Committee that the Board May decide to establish in future will work under the same general guiding principles and Terms.

Key Roles and Responsibilities of the Strategic Planning Committee include:

Review and approve the SPC Terms of Reference and Work Plan as developed by staff;

Approve a strategic plan framework and process for the 2021-2031 Strategic Plan. This may include the following deliverables:

- Detailed analysis of current trends and opportunities impacting NPCA's work;
- Analysis of strengths and weaknesses impacting NPCA's work;
- Engagement and Communications Plan;
- Mission, Vision and Goals for NPCA;
- Key strategic objectives and actions;
- Detailed list of key performance indicators for each strategic objective;
- Stakeholder Consultation Report (results of engagement);
- Draft Strategic Plan.

The final deliverable will be the completed NPCA Strategic Plan which will be used to create the draft implementation plan.

Ensure that the planning process and deliverables are on time and budget;

Approve a Stakeholder Engagement Plan developed by staff based on Public Advisory Committee (PAC) recommendations and support with the delivery of stakeholder engagement as needed. The objective of Stakeholder Engagement will be to:

- Build and maintain momentum for NPCA work by informing and educating the public about the mission/vision/values of NPCA;
- Engage community members in the development of a strong shared vision;
- Create excitement around opportunities for the community, youth, government stakeholders and partners;
- Create strong relationships between NPCA and community by seeking champions and supporters.

Advise staff on any third-party services such as the hiring of a facilitator and public relations consultant;

All other such matters as may be prescribed by regulation, policy or NPCA's Chief Administrative Officer.

Committee Authority and Decision Making:

The Committee will be governed by the NPCA Administrative By-Law and Code of Conduct. The

Committee will provide oversight to the overall process, review project reports/deliverables, and make recommendations to the CAO.

The Committee will also accept advice from the Public Advisory Committee on the stakeholder engagement aspects of the Strategic Plan.

The Committee, with support from staff, will consult the Board of Directors on key aspects of the Strategic Plan and integrate members input throughout the process.

Recommendations made by the Committee on the final Strategic Plan will be sent to the Board of Directors for review and approval.

Membership:

The Committee will have a minimum of five (5) members, generally appointed by the Board of Directors and will include the Chair and Vice Chair in an ex-officio capacity.

Committee Meetings:

The meeting schedule for the Ad-Hoc Committee will be determined by the process established through the Project Plan and Work Program and will be approved by the Committee at their first meeting.

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 or CAO. Meetings will be held in person or on-line.

Report To: Governance Committee

Subject: Code of Conduct Complaint Procedure

Report No: GC-08-20

Date: October 1, 2020

Recommendation:

1. **THAT** Report No. GC-08-20 RE: Code of Conduct Complaint Procedure **BE RECEIVED**.
2. **THAT** the Code of Conduct Complaint Procedure as outlined in Report GC-08-20 **BE APPROVED**.
3. **THAT** Report No. GC-08-20 Code of Conduct Complaint Procedure be **APPENDED** to the next Full Authority Board meeting.
4. **AND THAT** staff **BE AUTHORIZED** to execute agreements, as appropriate, with partner municipalities to facilitate shared services of Integrity Commissioners.

Purpose:

The purpose of this report is to seek Governance Committee approval of a proposed Code of Conduct Complaint procedure that allows for transparency and accountability of Board Members and is also in alignment with that of the appointing municipalities.

Background:

On October 22, 2019 the Governance Committee directed staff to enter into discussions with appointing municipalities regarding the handling of Code of Conduct complaints regarding board members appointed from that municipality to the NPCA board. Additional information was presented to the Committee on December 13, 2019, and staff were subsequently directed to discuss shared Integrity Commissioner services with appointing municipalities.

Based on conversations with appointing municipalities, the desire of the NPCA Board for further transparency and accountability, while also acting in a fiscally responsible manner, a proposed code of conduct procedure has been developed for consideration of the Governance Committee provided as Appendix 1.

Discussion:

NPCA will be required to gain formal agreement from each municipality outlining the parameters of any relationships, (specifically those stated in point 4.3 of the Code of Conduct procedure). Sharing Integrity Commissioner services with appointing municipalities will provide consistency with municipality's procedures.

An agreement with an Integrity Commissioner service will also provide the NPCA with various other resources including:

- Acting as an advisor for the Board
- Education for Board Members and staff on legislation, protocols and office procedures with respect to ethics
- Providing advice to individual members regarding specific situations as they relate to Code of Conduct and/or Conflict of Interest questions
- Providing advice respecting the Code of Conduct governing the ethical behaviour of Board Members
- Providing an annual report to the Board with findings and recommendations for the preceding year
- Providing advice and investigations related to conflicts of interest

Financial Implications:

In changing the NPCA Code of Conduct procedure to include formal investigations conducted by an Integrity Commissioner, the NPCA will incur costs associated with any formal investigation. Costs of an Integrity Commissioner would be relatively similar to costs of a lawyer and/or other workplace investigation firm.

Links to Policy/Strategic Plan:

The Board has been clear in their desire to be transparent, accountable and to work with integrity and honesty. This practice will aid in meeting these objectives.

Related Reports and Appendices:

Appendix 1: NPCA Board of Director's Code of Conduct Complaint Procedure

Authored by:

Original Signed by:

Misti Ferrusi, BA, CHRL
Manager, Human Resources
Treasurer

Submitted by:

Original Signed by:

Chandra Sharma, MCIP, RPP
Chief Administrative Officer/Secretary-

NPCA Board of Director's Code of Conduct Complaint Procedure

The Niagara Peninsula Conservation Authority expects all Board Members to abide by the NPCA Board Code of Conduct. When an individual suspects a Board Member has violated the Code of Conduct, the following procedure shall be followed:

Complainants are encouraged file a complaint immediately after an alleged incident or immediately upon becoming aware of an incident. All incidents should be reported within 60 days of the complainant becoming aware of it or as soon as reasonably possible.

Any Code of Conduct complaints shall be submitted in writing to the Appropriate Authority in accordance with the chart below.

Respondent to the Complaint	Parties Responsible to Receive the Complaint (Appropriate Authority)
Board Member	Chair of the Board Vice-Chair of the Board CAO
NPCA Chair of the Board	Vice-Chair of the Board CAO
NPCA Vice-Chair of the Board	Chair of the Board CAO

1.0 Self-Declaration

1.1 In the event a Board member believes they have violated the Code of Conduct, they shall advise the Appropriate Authority in writing of the violation immediately.

1.1.1 The Board member shall be given an opportunity to meet with Appropriate Authority as well as any other party deemed appropriate in an attempt to resolve the matter within 5 business days of receipt.

1.1.2 If the matter cannot be resolved, the item will be forwarded to the appropriate Integrity Commissioner for investigation (see Formal Investigation)

2.0 Board Member Complaint from a Board Member

2.1 Prior to the launch of a formal complaint, Board members are encouraged to bring suspected matters of violation to the attention of the member in question in an effort to resolve the issue within 24 to 48 hours.

2.1.1 Members are encouraged to document any behaviours, actions, witnesses and conversations should they be required.

2.2 If the issue has not been resolved amicably and the Board member wishes to make a formal complaint, they shall do so in confidentiality by completing the identified complaint form to be submitted to the Appropriate Authority within 5 business days.

2.3 All complaints must be dated and signed by an identifiable individual.

2.4 The complainant shall receive confirmation of receipt of the complaint within 5 business days.

- 2.5 In the event clarification is needed, the complainant shall be contacted to provide further required information.
- 2.5.1 The Appropriate Authority reserves the right terminate the complaint in the event it has been resolved, if it is a duplicate complaint (and/or merge it with an existing complaint), in the event it is deemed frivolous or vexatious or in the event it is not deemed to be a complaint. Complainants will be advised if a complaint has been terminated.
- 2.6 Informal Resolution: The Board member in question will be given an opportunity to address the issue and the Appropriate Authority will attempt to resolve the issue through informal means to the satisfaction of the concerned parties.
- 2.6.1 Informal means may include, but is not limited to clarification, joint discussions or mediation.
- 2.6.2 The Appropriate Authority has the ability to include any other party in discussions deemed appropriate towards aiding in resolution.
- 2.7 If the matter cannot be resolved, the item will be forwarded to the appropriate Integrity Commissioner for investigation (see Formal Investigation)

3.0 Formal Investigation

- 3.1 In the event a complaint is not terminated and/or an informal resolution is not practical or successful, a formal investigation shall ensue, and the complaint will be forwarded to the appropriate Integrity Commissioner for investigation.
- 3.1.1 Complaints regarding Members appointed by the Regional Municipality of Niagara will be forwarded to the current Integrity Commissioner for the Regional Municipality of Niagara.
- 3.1.2 Complaints regarding Members appointed by the City of Hamilton will be forwarded to the current Integrity Commissioner for the City of Hamilton.
- 3.1.3 Complaints regarding Members appointed by Haldimand County will be forwarded to the current Integrity Commissioner for Haldimand County.
- 3.2 Upon receipt of a formal complaint, the Integrity Commissioner will enter into a "Consent and Confidentiality" Agreement with the complainant prior to beginning the investigation.
- 3.3 In the event the Integrity Commissioner determines that the behaviour identified in the complaint occurred while the member was acting in a role related to the appointing municipality versus as an NPCA board member, the Integrity Commissioner shall have the ability to transfer the complaint to the appropriate party and complete the investigation as dictated by the appropriate agreement.
- 3.4 The summary and results of the Integrity Commissioner's report will be provided to the Appropriate Authority. Based on the report, should it be concluded that a Board member has breached the Code of Conduct, a letter will be forwarded to the representative's appointing municipal Council, by the 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 and/or any other penalty will be determined by the appointing municipal Council.
- 3.4.1 At the conclusion of an investigation, if it is deemed in the best interest of the Authority that a board member be placed on leave, the Appropriate Authority shall communicate this confidentially to the Board member and advise the Full Board of the leave, without further detail.

4.0 Confidentiality

- 4.1 All complaints will be treated as confidential and sensitive to the extent possible and as permitted by law.
- 4.2 All documentation related to a Board member Code of Conduct complaint will be kept confidentially by the CAO for a period of five (5) years following resolution or the conclusion of the investigation, unless required to be disclosed by law.
- 4.3 All Board members that are the subject of a complaint shall maintain their board member status until that time in which an appointing municipality determines any penalties or changes, if applicable.