

Governance Committee Agenda
November 15, 2024, following NPCA's Full Authority meeting.
Carolinian Hall
3350 Merrittville Hwy., Thorold ON
AGENDA

1. APPROVAL OF AGENDA

2. DECLARATIONS OF CONFLICT OF INTEREST

3. APPROVAL OF THE MINUTES

3.1. Minutes of the Governance Committee Meeting dated May 17, 2024

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4. CORRESPONDENCE

5. PRESENTATIONS

6. DELEGATIONS

7. CONSENT ITEMS

8. DISCUSSION ITEMS

8.1. Report No. GC-06-24 RE: Administrative By-Law Revisions

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9. NEW BUSINESS

10. CLOSED SESSION

11. ADJOURNMENT

Governance Committee
May 17, 2024
Carolinian Hall
3350 Merrittville Hwy., Thorold ON
MEETING MINUTES

MEMBERS PRESENT: S. Beattie
D. Cridland
R. Foster
J. Metcalfe
M. Seaborn, Chair

STAFF PRESENT: C. Sharma, CAO/Secretary-Treasurer
M. Davis, Manager, Office of the CAO & Board
G. Shaule, Administrative Assistant

The meeting was called to order at 10:00 a.m.

1. APPROVAL OF AGENDA

Resolution No. GC-06-2024
Moved by: Stew Beattie
Seconded by: Donna Cridland

THAT the Agenda for the Governance Committee Meeting held on Friday, May 17, 2024 **BE APPROVED**.

CARRIED

2. DECLARATIONS OF CONFLICT OF INTEREST

None.

3. APPOINTMENT OF CHAIR & VICE-CHAIR

Member Seaborn yielded the floor to Chair Metcalfe to proceed with appointments of Chair and Vice Chair of the Committee for 2024.

Nomination
Moved by: Donna Cridland

THAT Member Michelle Seaborn **BE NOMINATED** for Chair of the Governance Committee for 2024.

Nomination

Moved by: Stew Beattie

THAT Member Donna Cridland **BE NOMINATED** for Vice Chair of the Governance Committee for 2024.

Resolution No. GC-07-2024

Moved by: Stew Beattie

Seconded by: John Metcalfe

THAT Michelle Seaborn **BE APPOINTED** Chair of Governance Committee for 2024;

AND THAT Donna Cridland **BE APPOINTED** Vice Chair of Governance Committee for 2024.

CARRIED

4. APPROVAL OF THE MINUTES

Resolution No. GC-08-2024

Moved by: Robert Foster

Seconded by: Donna Cridland

THAT the Minutes of the Governance Committee Meeting, dated February 16, 2024 **BE APPROVED**.

CARRIED

5. CORRESPONDENCE

None.

6. PRESENTATIONS

None.

7. DELEGATIONS

None.

8. CONSENT ITEMS

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

Manager, Office of the CAO & Board, Melanie Davis, provided an overview of the statistics for Freedom of Information requests in 2023 and answered questions of the Committee.

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

CAO/Secretary-Treasurer, Chandra Sharma, provided an overview of the Memorandum of Understanding. Discussion regarding a forthcoming backgrounder memorandum to be developed and focus at the Region on this in Economic Development ensued.

Resolution No. GC-09-2024

Moved by: Robert Foster

Seconded by: John Metcalfe

THAT Consent Items Report No. GC-03-24 and Report No. GC-05-24 **BE RECEIVED.**

CARRIED

9. DISCUSSION ITEMS

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

Committee Members provided feedback on items identified for revision and provided additional suggestions to bring forward. Members expressed interest in the By-Law returning to the Committee before presentation to the Board.

Resolution GC-10-24:

Moved by: John Metcalfe

Seconded by: Stew Beattie

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

AND THAT the proposed updates to the NPCA Administrative By-Law dated February 17, 2023, including housekeeping amendments and material changes as outlined herein **BE REVIEWED** and brought back to Governance Committee on or before October 18, 2024;

AND FURTHER THAT the updated Administrative By-Law be referred to the Board of Directors **FOR APPROVAL** upon the Committee's recommendation.

CARRIED

10. NEW BUSINESS

None.

11. CLOSED SESSION

None.

12. ADJOURNMENT

The meeting was adjourned at 10:28 a.m.

Report To: Board of Directors

Subject: Administrative By-Law Revisions

Report No: GC-06-24

Date: October 18, 2024

Recommendation:

THAT Report No. GC-06-24 RE: Administrative By-Law Revisions Update **BE RECEIVED**;

AND THAT the *DRAFT* Niagara Peninsula Conservation Authority Administrative By-Law **BE ENDORSED**;

AND FURTHER THAT the updated Administrative By-Law and associated Appendices be brought forward **FOR FULL AUTHORITY APPROVAL** on or before February 21, 2025.

Purpose:

The purpose of this report is to provide a revised draft of NPCA's Administrative By-Law revisions for Committee endorsement. Revisions of the Administrative By-Law are focused on enhancing clarity, meeting management procedures and functionality.

Background:

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

The inaugural NPCA Administrative By-Law was enacted in 2019 based on the model by-law provided by Conservation Ontario, which has been widely adopted by Conservation Authorities across Ontario with amendments made to suit the needs of each Authority.

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

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

At the May 17, 2024, Governance Committee Meeting, the Committee received Report No. GC-04-24 RE: Administrative By-Law Review, which identified housekeeping amendments and material changes to be explored. The Committee passed Recommendation No. GC-10-24, directing staff to bring forward proposed updates to the NPCA Administrative By-Law on or before October 18, 2024 for consideration.

Discussion:

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

While many recommended amendments are clerical and housekeeping in nature, there are some notable material changes that have been included to align with best practices and improve the Board's procedural functions.

Material Changes Included

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

To better reflect current Board structure, ex-officio status has been removed from both Chair and Vice Chair positions in the proposed draft By-Law.

2. Annual General Meeting (AGM) Scheduling.

The current By-Law indicates the AGM will be held on the third Friday of February each year.

Under Section 3.3 Annual General Meeting, the proposed draft states that "the NPCA Board of Directors shall hold an Annual General Meeting prior to April 30 each calendar year, on a date to be determined by the Board." This allows additional flexibility with scheduling the AGM while ensuring that a meeting date is set in a reasonable timeframe.

3. Approval of the schedule of meetings for the upcoming year.

Approval of the schedule of meetings is currently included in 'other matters to be considered at the AGM.' Approving meetings scheduled well into the same calendar year can create conflicts if Member's have already made commitments in their roles outside of the NPCA.

To maintain flexibility, should changes to the meeting schedule be warranted, it has been included in Section 3.3.4 of the revised By-Law, stipulating that it may be included as required.

4. Records Retention

For further clarity, the Records Retention section has been bolstered to identify specific items that shall be retained by the Authority per corporate Records Retention Policies.

5. Formatting Changes

While formatting changes are housekeeping in nature, it is important to highlight these updates as the proposed draft brought forward deviates from the structure of the current By-Law.

Moving away from lettered sections, the numeric system removes duplication of subsection numbers to enhance accessibility. Some reordering to strengthen the flow of contents will be noted, and a detailed table of contents allows readers to easily find items of interest.

6. Amendment History

As best practice, future revisions of the Administrative By-Law will be recorded in Section 4 of the By-Law. This will allow Members, staff, and the public to understand when amendments have taken place.

Additional Items for Consideration

As per Report No. GC-04-24, staff have considered the following items based on best practices, operational needs, and feedback received by Committee members:

1. Updating Committee Terms of Reference.

Based on current operational needs of the Authority, it is recommended that the required number of Standing Committee meetings be revised to three per year. When four or more Committee meetings were regularly scheduled, a

challenge obtaining a quorum was recognized, except for meetings scheduled to address significant items (i.e. Policy Documents Project).

A change to the required number of meetings does not restrict the Committees ability to hold more meetings. Additional meetings can always be included at the call of the Chair, and staff will consult with the Chair if items for consideration would benefit from additional meetings.

Should the Committee endorse this amendment, revised Terms of Reference will be brought forward as Appendices at the 2025 AGM.

2. Clarifying Scope of Closed Session Items.

Closed Session Items align with the guidance provided for Open Meetings from the Office of the Ombudsman; no material changes are recommended.

3. Exploring the establishment of an Executive Committee

Staff have consulted with CAs that utilize an Executive Committee and have identified a significant overlap with the current Committee structure.

Given the current structure, meeting schedules, and Board size, it is not recommended to establish an Executive Committee at this time.

4. Incorporating legislative amendments into hearing procedures.

Conservation Ontario recently circulated proposed amendments to the s. 28 work permit hearing guidelines for review and comments. Staff will incorporate the final Conservation Ontario guidance into the By-law Appendices.

5. Per Diem Rate Review

The Administrative By-Law states that the Authority shall review per diem rates and honorariums for Members and Chair/Vice-Chair as part of the Administrative By-Law updates. Should the Committee endorse it, staff will review comparable rates to be brought forward at the 2025 AGM for the Full Authority's consideration.

Next Steps

Upon Governance Committee endorsement, staff will continue with revisions to Appendices as discussed to bring forward the Administrative By-Law and all Appendices to the Annual General Meeting in 2025.

Financial Implications:

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

Any recommendations related to per diem and honorarium reviews brought forward will include budget implications for the Full Authority’s consideration.

Links to Policy/Strategic Plan

Goal 5.2: Improve internal operations and processes.

Related Reports and Appendices:

Appendix 1: *DRAFT* NPCA Administrative By-Law

Report No. GC-04-24 RE: Administrative By-Law Review
Report No. FA-02-23 RE: Updated Administrative By-Law

Authored by:

Original Signed by:

Melanie Davis
Manager, Office of the CAO & Board

Reviewed and submitted by:

Original Signed by:

Leilani Lee-Yates, BES, MSPL.RPD, RPP
CAO / Secretary – Treasurer



NPCA ADMINISTRATIVE BY-LAW



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1. General

1.1 Establishment

A Conservation Authority is a non-share corporation, established under Part II of the *Conservation Authorities Act* (the Act), with the objects to provide, in the area over which it has jurisdiction:

- a) the mandatory programs and services required under section 21.1 of the Act;
- b) any municipal programs and services that may be provided under section 21.1.1; and
- c) any other programs or services that may be provided under section 21.1.2.

Under the Act, municipalities within a common watershed are enabled to petition the province to establish a conservation authority. Members of the Authority are appointed as representatives by the Participating Municipalities and are effectively Directors also of the Authority. (The Regional Municipality of Niagara, The City of Hamilton, The Corporation of Haldimand County). An additional member may be appointed to the authority by the Minister as a representative of the agricultural sector.

1.2 Powers of Authorities

For the purposes of accomplishing its objects, the authority has power (Part V, section 21(1)):

- a) to research, study and investigate the watershed and to support the development and implementation of programs and services intended to further the purposes of this Act;
- b) for any purpose necessary to any project under consideration or undertaken by the authority, to enter into and upon any land, with the consent of the occupant or owner, and survey and take levels of it and make such borings or sink such trial pits as the authority considers necessary;
- c) to acquire by purchase, lease or otherwise any land that it may require, and, subject to subsections (2) and (4), to sell, lease or otherwise dispose of land so acquired;
- d) despite subsection (2), to lease for a term of five years or less land acquired by the authority;
- e) to purchase or acquire any personal property that it may require and sell or otherwise deal therewith;
- f) to enter into agreements for the purchase of materials, employment of labour and other purposes as may be necessary for the due carrying out of any project or to further the authority's objects;
- g) to enter into agreements with owners of private lands to facilitate the due carrying out of any project;
- h) to determine the proportion of the total benefit afforded to all the participating municipalities that is afforded to each of them;
- i) to erect works and structures and create reservoirs by the construction of dams or otherwise;
- j) to control the flow of surface waters in order to prevent floods or pollution or to reduce the adverse effects thereof;
- k) to alter the course of any river, canal, brook, stream or watercourse, and divert or alter, as well temporarily as permanently, the course of any river, stream, road, street or way, or raise or sink its level in order to carry it over or under, on the level of or by the side of any work built or to be built by the authority, and to divert or alter the position of any water-pipe, gas-pipe, sewer, drain or any telegraph, telephone or electric wire or pole;

- l) to use lands that are owned or controlled by the authority for purposes, not inconsistent with its objects, as it considers proper;
- m) to use lands owned or controlled by the authority for park or other recreational purposes, and to erect, or permit to be erected, buildings, booths and facilities for such purposes and to make charges for admission thereto and the use thereof;
- n) to collaborate and enter into agreements with ministries and agencies of government, municipal councils and local boards and other organizations and individuals;
- o) to plant and produce trees on Crown lands with the consent of the Minister, and on other lands with the consent of the owner, for any purpose;
- p) REPEALED
- 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.

As prescribed by the Act, Part V outlines the categories of programs and services that are mandatory and discretionary:

- Mandatory programs and services required under section 21.1 and O. Reg. 686/21, including services related to natural hazard management, conservation and management of lands owned or controlled by the Authority, and source water protection. These programs and services can be funded through Municipal Levy;
- Municipal programs and services that may be provided under section 21.1.1, at the request of a municipality and agreed to through a Memorandum of Understanding or service level agreement; and
- Any other programs and services that may be provided under section 21.1.2 that the Authority (Board) determines advisable, such as watershed restoration and monitoring, stewardship and community outreach. Cost apportionment agreements are required for these services.

1.3 Definitions

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

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

“**Apportionment**” means the amount of net costs apportioned to participating municipalities in accordance with the Act and Regulations under the Act.

“**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.

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

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

“Honorarium” refers to 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.

“Municipal Levy” means the amount of costs apportioned to participating municipalities in accordance with the Act and Regulations under the Act.

“Majority” means half of the votes plus one.

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

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

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

“Participating Municipality” means a municipality that is designated by or under the Act as a participating municipality in a conservation authority jurisdiction, in which case for the Niagara Peninsula Conservation Authority is Niagara Region, City of Hamilton and Haldimand County.

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

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

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

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

“Weighted Majority Vote” means the votes of 51 per cent of those represented after the votes are weighted by the percentage that applies under Ontario Regulation 402/22: Budget and Apportionment.

2. Governance

2.1 Board Members

2.1.1 Appointments

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

Participating municipalities must ensure that at least 70 percent of its appointees are selected from among the members of the municipal council or apply to the Minister for permission to appoint less than this percent.

Additional appointees may include citizens as well as an additional member who may be appointed by the Minister as a representative of the agricultural sector. The Minister will define the term for the Member they appoint as a representative of the agricultural sector.

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

2.1.2 Term of Board Member Appointments

In accordance with Section 14 of the Act, a Board Member shall be appointed for a term of up to four years at the discretion of the appointing municipality; such term beginning at the first meeting of the Authority following his or her appointment and ending immediately before the first meeting of the Authority following the appointment of his or her replacement.

The CAO/Secretary-Treasurer shall notify the appropriate municipality in advance of the expiration date of any Board Member's term, unless notified by the municipality of the Board Member's reappointment or the appointment of his or her replacement.

A Board Member is eligible for reappointment. A Board Member can be replaced by a Participating Municipality at the municipality's discretion prior to the end of their term.

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, resigned, or the respective members have been replaced by another appointment.

2.2 Mandatory Responsibilities of Board Members

2.2.1 Superseding Legislation

The Niagara Peninsula Conservation Authority is bound by the *Conservation Authorities Act*. Regulations under the *Conservation Authorities Act* that are upheld by the Authority include:

- *O. Reg. 159/21* Permissions granted under Section 28.0.1 of the Act
- *O. Reg. 686/21* Mandatory Programs and Services
- *O. Reg. 687/21* Transition Plans and Agreements for Programs and Services Under Section 21.1.2 of the Act

- *O. Reg. 688/21* Rules of Conduct in Conservation Areas
- *O. Reg. 400/22* Information Requirements
- *O. Reg. 401/22* Determination of Amounts under subsection 27.2(2) of the Act
- *O. Reg. 402/22* Budget and Apportionment
- *O. Reg. 596/22* Prescribed Acts – subsections 21.1.1 (1.1) and 21.1.2 (1.1) of the Act
- *O. Reg. 41/23* Prohibited Activities, Exemptions and Permits

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:

Emergency Management and Civil Protection Act;

Municipal Conflict of Interest Act;

Municipal Freedom of Information and Protection of Privacy Act;

Not-for-Profit Corporations Act, 2010

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

2.2.2 Functions of the Board

In addition to responsibilities outlined in the *Conservation Authorities Act*, the Authority shall:

- Approve the auditor's statement for the preceding year;
- 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; and
- Enact and update policies as required.

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

All Board Members are public officials and thus have the responsibility to be guided by and adhere to the rules of conduct (Refer to Appendix A: Code of Conduct), explicit and implied, for all such holders of public office in the Province of Ontario.

Each Board Member is required to sign an Acknowledgement Form as part of their orientation program.

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

Members are responsible for:

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

2.2.3 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.

2.2.4 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 annually conducts a performance evaluation for 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.

2.2.5 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:

- a) If a Board Member has questions on a project or report, such questions shall be referred through the CAO / Secretary-Treasurer for him/her to invite the appropriate Department head to explain the project and answer questions.
- b) If a Board Member would like to volunteer to assist in a project, such actions shall be taken for review and consultation with the CAO / Secretary-Treasurer and decided upon by the CAO / Secretary-Treasurer.
- c) If a Board Member receives a complaint about a staff person or would like to acknowledge a staff person, such information shall go through the CAO / Secretary-Treasurer.
- d) If a Board Member receives a complaint from a staff person, the Board Member shall advise the staff person to follow the appropriate procedure as outlined in the personnel policy.

With respect to staffing issues, the 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 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 that include material financial implications; 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;
- 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.

2.2.6 Duties of Officers

a) Chair of the Board

- Oversees Board meetings and ensures the Administrative By-Law is adhered to;
- Works in partnership with the CAO / Secretary-Treasurer to ensure Board resolutions are carried out;
- Assists the CAO / Secretary-Treasurer in preparing agendas for Board meetings where required;
- Calls special meetings if necessary;
- Periodically consults with Board Members on their roles;
- Acts as a public spokesperson for the Niagara Peninsula Conservation Authority to facilitate the mandate, mission and vision of the organization;
- Represents the Niagara Peninsula Conservation Authority at such functions as warrant the interest of the Authority except where this responsibility is specifically assigned to some other person;
- Inspires other Board Members with his or her own commitment of support, time and enthusiasm;
- Represents the Niagara Peninsula Conservation Authority at Conservation Ontario Council meetings;
- Serves as signing officer for the Niagara Peninsula Conservation Authority;
- Evaluating the CAO / Secretary-Treasurer performance and providing recommendations to the Board;
- Recommending the annual salary and pay for performance of the CAO / Secretary-Treasurer for consideration to the Board Members;

- 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 or appoints a Board Member on their behalf; and
- Serves as an Authority appointee to the Niagara Peninsula Conservation Foundation or appoints a Board Member on their behalf.

b) 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;
- Evaluating the CAO / Secretary-Treasurer performance and providing recommendations to the Board;
- Recommending the annual salary and pay for performance of the CAO / Secretary-Treasurer for consideration to the Board Members;
- Keeps the Board Members apprised of significant issues in a timely fashion; and
- Serves as alternate to Chair at Conservation Ontario Council Meetings.

c) 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;
- Develops an education / orientation program designed to inform Board Members of their roles and responsibilities with respect to the Code of Conduct.
- Ensures Board Members are fully aware of the roles and responsibilities with respect to applicable legislation, regulations, NPCA's Administrative By-Law and Code of Conduct through an orientation program, with additional education sessions provided as required.

2.3 Committees

2.3.1 Committee Establishment and Dissolution

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

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.

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

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 bring forward proposed Terms of Reference, subject to Board approval.

A new standing committee shall not be struck until the Authority approves Terms of Reference for the standing committee.

2.3.2 Standing Committees

Standing Committees with decision-making authority delegated by the Full Authority Board include:

- a) Finance Committee
- b) Governance Committee

Standing Advisory Committees include:

- c) Public Advisory Committee
- d) Wainfleet Bog Advisory Committee (Ad-Hoc Working Committee)

2.3.3 Terms of Reference

Standing Committee of the Authority will be comprised at a minimum of three Members.

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.

Each committee will have 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.

2.3.4 Committee Business and Attendance

Standing and ad hoc Committees make recommendations for the Board's consideration. Recommendations are considered for approval through receipt of Committee Reports at the Full Authority meeting.

Board and Committee Members may invite people to participate in discussion and/or attend committee meetings as a resource.

All members of the Board may attend Standing Committee meetings and participate in discussion.

Only appointed Committee Members are entitled to vote on matters coming before the committee.

All individuals present at a meeting shall be recorded in the Minutes of said meeting.

2.3.4 Member Roles and Responsibilities

Where any member of the Authority or Committee is acting in the place of the Chair or the Committee Chair such member shall have and may exercise all the rights and powers of the Chair or the Committee Chair of the Standing Committee while acting.

The Code of Conduct applies to appointed Members of NPCA Standing and Ad-Hoc Committees.

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

2.4 Administration of Expenses

2.4.1 Honorariums

An honorarium shall be applicable for:

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

2.4.2 Per Diems

A per diem allowance shall be applicable for:

- Attendance as a member at Full Authority Board, Source Protection Authority, Standing and Ad Hoc Committee meetings, as established by the Full Authority Board.

- 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, including but not limited to:
 - a) 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;
 - b) 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;
 - c) 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;
 - d) Any other business approved as eligible for a per diem allowance by the Chair and CAO/Secretary – Treasurer.

2.4.3 Other Expenses

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.

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.

Mileage calculations 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.

2.4.4 Expense Submission and Reporting

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

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

All Board Member per diem and expense claims will be reviewed for compliance with the Administrative By-Law.

Per diem denials will be reviewed in consultation with the Chair and CAO/Secretary – Treasurer.

2.4.5 Administration and Rate Review

The Authority shall review the per diem rates and honorariums for Members and Chair/Vice-Chair as part of the Administrative By-Law updates.

Remuneration of the Member appointed by the Minister as a representative of the agricultural sector is at the expense and discretion of the Province.

2.5 Records Retention

The Authority shall keep full and accurate records including, but not limited to:

- a) Minutes of all meetings of the General Membership, including registries of statements of interests in accordance with the *Municipal Freedom of Information and Protection Privacy Act*;
- b) Assets, liabilities, receipts and disbursements of the Authority and Financial Statements and Reports of the Auditors;
- c) Human Resources Files for all employees and Members;
- d) Workplace Health and Safety documents including workplace inspections, workplace accidents, investigations, etc.;
- e) Contracts and Agreements entered into by the Authority;
- f) Strategic Plans and other documents providing organizational direction;
- g) Projects of the Authority;
- h) Technical Studies and data gathered in support of Programs of the Authority;
- i) Legal Proceedings involving the Authority; and
- j) Incidents of personal injury or property damage involving the Authority and members of the public.

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.

2.6 Freedom of Information

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

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

2.6.1 Access by Design

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.

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

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

2.7 Financial Matters

2.7.1 Financial Statements and Report of the Auditor

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

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

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

2.7.2 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.

2.7.3 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.

2.7.4 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 Officers.

3. Meeting Procedures

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.

3.1 Meetings Open to the Public

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

A meeting or part of a meeting may be closed to the public if the subject matter being considered is identified in the closed meeting section of the Agenda or arises during a meeting requiring that it be closed to the public at the time that the matter is raised at a meeting, and the subject matter meets the criteria for a closed meeting as defined in subsection 3.5.4.

3.2 Quorum

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

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

3.2.1 Adjournment due to Lack of Quorum

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.

If a quorum is lost during an Authority or Committee meeting, 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.

Notwithstanding Section 3.2 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.

3.2.2 Quorum pertaining to Declarations of Conflicts of Interest

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.

3.3 Annual General Meeting

The NPCA Board of Directors shall hold an Annual General Meeting prior to April 30 each calendar year, on a date to be determined by the Board.

3.3.1 Election of Officers

The election of the Chair and Vice-Chair shall be held at the Annual General Meeting in accordance with the Authority's Procedures for Election of Officers (Appendix 2).

Both the Chair and Vice-Chair shall hold office for a term of one year and shall serve for no more than two consecutive terms. Successors to the positions of Chair and Vice-Chair shall be a Member from a different participating municipality from the incumbent.

a) Ministerial exemption

Upon application by an Authority or a participating municipality, the Minister may grant permission for a member who was appointed to the Authority by the same participating municipality that appointed the outgoing Chair or Vice-Chair to serve as Chair or Vice-Chair.

3.3.2 Financial Appointments

The General Membership shall appoint an auditor for the business year at the Annual General Meeting in accordance with Section 38 of the Act.

The General Membership shall appoint a financial institution as the Authority's banker at the Annual General Meeting, if so required.

The General Membership shall pass a Borrowing Resolution at the Annual General Meeting, if so required.

3.3.3 Full Authority Appointments

At the Annual General Meeting, the General Membership shall consider appointments to Conservation Ontario Council, Standing Committees and Ad-Hoc Committees as required.

3.3.4 Items for Consideration

Other matters to be considered at the Annual General Meeting may include the following, as required:

- Signing Authority;
- Administrative By-Law Revisions;
- Schedule of Meetings; and
- Items as deemed appropriate by the Chair.

3.4 Notice of Meeting

The Chair shall call regular meetings of the Authority. Circulation of the agenda for such meetings and the publication of the agenda on the NPCA website shall constitute notice of said meetings and shall occur not less than five days in advance of the meeting date.

Notice of all regular or special meetings of the General Membership or its committees shall be made available to the public as soon as possible after its delivery to General Membership.

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

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.

Apart from 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.

3.4.1 Additional meetings

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.

Any member of the Board, with the support of the majority of Board Members, may request the Chair to call a meeting of the Board and the Chair will not refuse.

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 virtual platform. Such meeting must have a quorum of the Board Members participating.

3.4.2 Cancellation or postponement of meeting

The Chair or the CAO / Secretary-Treasurer may, deliver notice to Members a postponement or a cancellation of any meeting until the next scheduled date for the specific committee affected.

Notice of postponement or cancellation shall be delivered in writing or email and shall be provided at least 12 hours before the hour appointed for the meeting.

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.

3.5 Meeting Agenda

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.

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.

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

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

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, within all legislative reporting requirements.

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.

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.

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

3.5.1 Disclosure of Conflicts of Interest

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.

Where a meeting is not open to the public, the Member shall forthwith leave the meeting for the part of the meeting during which the matter is under consideration.

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.

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. Any such record shall appear in the minutes of that said meeting of the Authority or Committee.

3.5.2 Notice of Motion

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.

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.

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

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.

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.

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.

a) Reconsideration of a motion

Reconsideration of a motion previously adopted by the Authority shall require a two-thirds majority of the Board (i.e. based on a membership of 11 voting Members, 8 or more Members present equals two thirds majority).

3.5.3 Delegations

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.

Any person or organization requesting an opportunity to address the Authority but not having made a written request to do so in accordance with Section 8.1 may appear before a meeting of the Authority but will be heard only if approved by a ruling of the majority of the Board Members at the meeting.

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.

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

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.

a) Responsibilities pertaining to Delegation requests

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.

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.

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.

b) Exceptions

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

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.

3.5.4 Closed Session Proceedings

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 matter relating to the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act*;
- j) education or training session for Members of the Board;
- k) 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;
- l) 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
- m) 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.

A meeting shall be closed to the public if the subject matter relates to the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act* and shall occur only if the designated head of the Authority for the purposes of MFIPPA is present.

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.

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.

No Member is to discuss or deal with any matter in a way that materially advances the business or decision-making of the Board within Closed Session.

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

3.6 Voting Procedures

3.6.1 General

A majority vote of the members present at any meeting is required upon all matters presented for the Board's consideration; a motion is lost on a tie vote.

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.

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.

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.

2.6.2 Recorded votes

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," "no," or "abstain."

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.

A recorded vote may only be called at a meeting of Board of Directors and shall not be called at a meeting for Committees.

3.6.3 Exceptions

Where a member has been appointed by Minister as a representative of the agricultural sector, the member shall not vote on:

- a) a resolution to enlarge an authority's area of jurisdiction;

- b) a resolution to amalgamate the Authority with another conservation authority;
- c) a resolution to dissolve the Authority;
- d) or, a resolution related to any budgetary matter.

3.6.4 Votes re: Municipal Levies

At the meeting of the Authority at which the Municipal Levy is to be approved, the Chair shall call the roll of members present, disclose their respective, eligible weighted votes as advised by the CAO/Secretary-Treasurer, and conduct the roll call vote to approve of non- matching levy by a weighted majority of the members present and eligible to vote.

In accordance with section 19 of O. Reg. 402/22, the following rules apply to a vote that is to be carried by a weighted majority:

- a) Each member's vote shall be weighted according to the ratio that the modified current value assessment for the municipality that appointed the member bears to the authority's modified current value assessment.
- b) A weighted majority requires 51 per cent or more of the total weighted value for all of the votes cast.
- c) In the case of tie vote, the vote is lost.
- d) If a municipality appoints more than one member to the authority, each of those members' votes shall be equal to the municipality's weighted vote divided by the number of members the municipality appoints to the authority.
- e) A municipality shall not have a weighted vote of more than 50 per cent of the total weighted value for all of the votes to be cast unless the municipality appoints more than 50 per cent of the members to the authority.

3.6.5 Alternative Voting Methods

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

If a vote is required, upon circumstances described in Section 3.4.1 or 3.7, the Chair may direct the CAO / Secretary - Treasurer to conduct a "telephone or email survey" and record the vote.

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.

Should the Chair wish to initiate a process of e-mail voting on a motion, they shall:

- a) 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;
- c) the Chair shall notify members of the committee that e-mail voting shall proceed upon confirming acceptance of e-mail vote;
- d) The first two members of the committee who respond in the affirmative shall be deemed to be the mover and seconder of the motion;
- e) If 75 percent of Members do not indicate accepting the e-mail vote within 48 hours, the vote shall not proceed; and
- f) Committee members shall then have 48 hours to vote on the motion.

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.

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.

3.7 Declared State of Emergency

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

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

During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.0.1 of the *Emergency Management and Civil Protection Act*, that may prevent the General Membership from meeting in person, any date or timeline requirement established under any section in this by-law shall be postponed until such time as the General Membership can reasonably address the issue.

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

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

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

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

3.8 Electronic Meeting Participation

Electronic meetings are permitted, and Meeting Procedures identified in this by-law continue to apply.

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

the meeting. For open electronic meetings, the public must be able to attend the meeting electronically and be able to observe all that Members can hear and see at the meeting.

3.8.1 Live stream and recordings of 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:

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.

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.

Subject to the discretion of the Chair, NPCA will endeavor to post the live stream video, within two business days of the meeting.

Any recorded video of a Full Authority meeting is not an official record of that meeting.

4. Amendment History

| Amendments | Date Enacted |
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Previous Administrative By-Laws and amending by-laws thereto are hereby revoked upon enactment of this by-law.