

**SPECIAL FULL AUTHORITY MEETING
ON-LINE TELECONFERENCE**

**Thursday, April 16, 2020
9:30 A.M.**

A G E N D A

CALL TO ORDER – ROLL CALL

The Niagara Peninsula Watershed is located on the traditional territory of Indigenous peoples dating back countless generations. We want to show our respect for their contributions and recognize the role of treaty-making in what is now Ontario.

1. APPROVAL OF AGENDA

2. DECLARATIONS OF CONFLICT OF INTEREST

3. DISCUSSION ITEMS

- a) Report No. FA-21-20 RE: Administrative By-law Amendments and Adoption of Emergency Provisions for Electronic Meetings and Teleconferencing

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4. ADJOURNMENT

Report To: Board of Directors

Subject: Administrative By-Law Amendments and Adoption of Emergency Provisions for Electronic Meetings and Teleconferencing

Report No: FA-21-20

Date: April 16, 2020

Recommendation:

1. **THAT** Report No. FA-21-20 RE: Administrative By-Law Amendments and Adoption of Emergency Provisions for Electronic Meetings and Teleconferencing **BE RECEIVED**.
2. **THAT** the Board **ADOPTS** the following provisions for inclusion in the Administrative By-Law under Section C – Meeting Procedures to be numbered accordingly:

“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.”

3. **THAT** in a Declared State of Emergency, unless under extenuating circumstances as otherwise determined by the Chair in consultation with the C.A.O./ Secretary - Treasurer, any and all Delegations to the Board **SHALL BE** only in the form of written submissions.
4. **THAT** with regard to closed sessions for electronic meetings and teleconferences held during a Declared State of Emergency, the Board **SHALL ADOPT AND ADHERE** to Appendix 2 of Report FA-21-20 entitled “Excerpt from Conservation Ontario Procedural Best Practices #1 for CA Board Meetings Further to Minister’s Direction (March 26, 2020)”.
5. **THAT** any pre-existing provisions of the Administrative By-Law inconsistent with the aforementioned amendments **BE DEEMED** superseded and/or revised accordingly.
6. **AND FINALLY, THAT** the aforementioned amendments and all other previously approved changes to the NPCA Administrative By-Law **BE INCORPORATED** into a final document to be brought forward to the Board for formal ratification in the Fall of 2020.

Purpose:

The primary purpose of this report is to obtain Board approval for amendments to the NPCA Administrative By-Law to permit electronic meetings and teleconferencing options in a Declared State of Emergency.

Background:

On March 26, 2020, in response to the COVID-19 pandemic, the Minister of the Environment, Conservation and Parks, Jeff Yurek issued a direction, attached hereto as Appendix 1 to allow Conservation Authorities to convene a meeting electronically for the purpose of making amendments to their by-laws to deal with emergencies.

Discussion:

The wording for the proposed by-law amendment contained in Recommendation No. 2 of this report with respect to a Declared State of Emergency is provided by Conservation Ontario. The intent of the amendment is to allow for electronic meetings and teleconference meetings of the NPCA Board to proceed in emergency situations. Given the challenges and potential issues during a Declared State of Emergency, staff is further recommending that any Delegations or presentations from Delegations be restricted primarily to written submissions only.

Furthermore, ongoing throughout 2019 and as recently as the end of February 2020, the Governance Committee has brought forward numerous proposed changes to the Administrative By-Law. Although accepted by the Board, these changes need to be finalized and incorporated within a revised by-law to be formally adopted by the Board. Staff will make all the necessary changes and approved amendments and present a final by-law for adoption in Fall of 2020.

Financial Implications:

The NPCA, through Skycomp Solutions has access to an electronic platform suitable for conducting emergency Board meetings at no additional cost to the organization. Use of a web-based platform will likely result in a net cost savings achieved through the elimination of mileage charges and other expenses (video recording costs, refreshments, etc.) that would normally be associated with convening the corresponding Board meetings in-person.

Links to Policy/Strategic Plan:

Approval of the proposed by-law amendment in this report helps to support the NPCA's Mission Statement to implement our Conservation Authorities Act mandate by remaining a responsive, innovative, accountable and financially sustainable organization.

Related Reports and Appendices:

Appendix 1: Minister's Direction for Conservation Authorities during the COVID-19 Outbreak
Appendix 2: Excerpt from Conservation Ontario Procedural Best Practices #1 for CA Board Meetings Further to Minister's Direction (March 26, 2020)

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

Ministry of the Environment,
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March 26, 2020

TO: Conservation Authorities as listed in the attached **Schedule "A"**

SUBJECT: Minister's Direction for Conservation Authorities during the COVID-19 Outbreak

As the COVID-19 outbreak continues to evolve locally and globally, I am writing to provide direction on how conservation authorities can continue operations while maintaining a safe physical distance. To ensure conservation authorities can continue to conduct meetings and hearings as necessary, we are giving conservation authorities the ability to amend their administrative by-laws to allow for virtual meetings, including by teleconference.

As such, I am issuing this Minister's Direction ("**Direction**") pursuant to subsection 19.1 (7) of the *Conservation Authorities Act*. This Direction applies to all conservation authorities in Ontario, listed in **Schedule "A"** as attached. For greater certainty, this Direction also applies to conservation authorities when meeting as a source protection authority under the *Clean Water Act, 2006*.

The *Conservation Authorities Act* requires that, "[e]very meeting held by the authority shall be open to the public, subject to such exceptions as may be specified in the by-laws of the authority." Further, at any meeting that is held, "a quorum consists of one-half of the members appointed by the participating municipalities, except where there are fewer than six such members, in which case three such members constitute a quorum". It has been brought to my attention that the administrative by-laws that conservation authorities have adopted pursuant to subsection 19.1 (1) of the Act may create barriers in meeting these provisions of the Act during this time of emergency, where in-person attendance may not be feasible.

The primary purpose of this Direction is to enable conservation authorities to convene a meeting electronically in order to make the necessary amendments to their by-laws to deal with emergencies. This Direction identifies the minimum areas where the by-laws should be amended, in the manner deemed appropriate by the authority, to make provision for emergency situations. However, each conservation authority, depending on their individual by-laws, may identify the need to make other necessary amendments to respond to emergencies.

Accordingly, I am directing that the conservation authority review and amend their by-laws, as applicable, to ensure they comply with the following Direction and take the other necessary steps as set out in this Direction.

Electronic participation, emergencies

1. During any period where an emergency has been declared to exist, in all or part of an area over which a conservation authority has jurisdiction, under section 4 or 7.0.1 of the *Emergency Management and Civil Protection Act*, that may prevent members of the authority from meeting in person, the by-laws provide:
 - a. That members of the authority be permitted to participate in meetings electronically, which shall include the ability of those members participating electronically to register votes.
 - b. That any member of the authority who is participating electronically in a meeting may be counted in determining whether or not a quorum of members is present at any point in time during the meeting in accordance with the requirement in subsection 16 (2) of the *Conservation Authorities Act*.
 - c. That any member of the authority can participate electronically in a meeting that is closed to the public.
 - d. That any hearing or appeal that is dealt with in the by-laws can be conducted electronically with provisions for applicants and their agents to participate, if the conservation authority holds any such hearing or appeal during any period where an emergency has been declared to exist.

Meetings open to the public

2. Conservation authorities must continue to implement best practices to make board meetings open to the public in accordance with subsection 15 (3) of the *Conservation Authorities Act*. Where possible, conservation authorities must provide for alternative means to allow the public to participate in any meetings electronically.

General, emergency measures

3. If there is anything that is required to be done under the by-laws during the emergency, including the holding of an annual general meeting, that the by-laws permit postponement to a later date.

Publication of information

4. The conservation authorities listed in Schedule "A" shall make this Direction publicly available on a website or other electronic means.

5. In accordance with subsection 19.1 (4) of the *Conservation Authorities Act*, an authority shall make any by-laws that are amended in accordance with this Direction available to the public in the manner it considers appropriate.

Implementation procedure

6. A conservation authority may hold a special meeting to amend a by-law for the purposes of implementing this Direction.
7. Despite any provision in a by-law made under subsection 19.1 (1) of the *Conservation Authorities Act*, members of the authority can participate electronically in any special meeting that is required to implement this Direction.
8. A member of the authority that is participating electronically in such a special meeting may be counted in determining whether or not a quorum of members is present at any time during the meeting.

Effective date

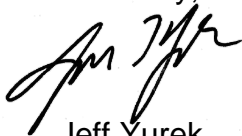
9. This Direction is effective immediately. If it is in the public interest to do so, I will provide further direction or clarification, at a later date, related to the matters set out in this Direction.

If you have any questions related to this Direction, please contact:

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To learn more about how the province continues to protect Ontarians from COVID-19, please visit www.ontario.ca/coronavirus.

Sincerely,



Jeff Yurek
Minister of the Environment, Conservation and Parks

- c: The Honourable Steve Clark, Minister of Municipal Affairs and Housing
The Honourable John Yakabuski, Minister of Natural Resources and Forestry
Ms. Kim Gavine, General Manager, Conservation Ontario

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March 31, 2020

Conservation Ontario Guidance During Pandemic Conditions
Procedural Best Practices #1 for CA Board Meetings
further to Minister's Direction (March 26, 2020)

Issue

The corona virus disease (COVID-19) was declared a pandemic by the World Health Organization on March 11, 2020. Source of information: <https://www.who.int/>.

Recommended amendments to CA Administrative by-laws have been kept high-level and do not address all possible procedural issues that might arise further to implementation of the Minister's Direction and during a state of emergency, including topics in this Procedural Best Practices #1 related to closed or in-camera sessions and delegations.

Advice

On March 26, 2020, the Minister of the Environment, Conservation and Parks issued a Direction to all Conservation Authorities ("CAs") enabling a special meeting to be held to make some recommended amendments to their Administrative by-laws to allow for certain electronic processes during declared states of emergencies. A separate CO Guidance Memo has been issued on recommended Model bylaw amendments.

In addition to amending the Administrative by-laws, CAs should consider additional procedural issues that may arise during a state of emergency. Some of those issues are outlined below. CAs are also encouraged to review the Minister's Direction carefully including the requirement to *make this Direction publicly available on a website or other electronic means*, and to review the information prepared by the Association of Municipalities Ontario, which provides helpful guidelines for conducting meetings electronically, particularly regarding participation of the public including: http://www.amo.on.ca/AMO-PDFs/COVID19/AMO_MeetingGuidance_Mar21.aspx?zs=utKdL1&zl=6F2a1

Closed or In-Camera Sessions:

Prior to the Direction, CA members could not attend closed meetings electronically. The proposed amendments allow for electronic attendance during emergencies. Electronic participation will pose certain challenges. When starting a closed session where members are attending electronically, we recommend taking the following additional steps:

- 1) Roll call: retake attendance and confirm that everyone's connection is working;
- 2) Confirm that all members are in a private setting (ie: family members are not able to listen in on the meeting);
- 3) Remind everyone that all confidentiality rules apply, and they must treat any documents and information with the same level of care that they would in a regular closed meeting.

Closed sessions often deal with sensitive information such as human resources issues, workplace investigations etc. Members must take extra care to maintain privacy. Depending on the nature of the documents they review, the Chair or Secretary-Treasurer may direct members to delete documents at the conclusion of the meeting (for example- documents that would usually be collected at the end of a regular closed meeting).

Ault & Ault Law Firm (working with South Nation Conservation) is acknowledged for their preparation of this advice.

NOTE: Conservation Ontario guidance memos are not to be considered as legal advice. Conservation authorities are encouraged to obtain a legal opinion where appropriate.

Questions or More Information:

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