



**NIAGARA PENINSULA CONSERVATION
AUTHORITY (NPCA)
ADMINISTRATIVE BY-LAW**



www.npca.ca

TABLE OF CONTENTS

ADMINISTRATIVE BY-LAW.....	1
1. General.....	3
1.1 Establishment.....	3
1.2 Powers of Authorities.....	3
1.3 Definitions	4
2. Governance	6
2.1 Board Members.....	6
2.2 Mandatory Responsibilities of Board Members.....	6
2.3 Committees	11
2.4 Administration of Expenses	12
2.5 Records Retention.....	14
2.6 Freedom of Information	14
2.7 Financial Matters	15
3. Meeting Procedures.....	16
3.1 Meetings Open to the Public.....	16
3.2 Quorum	16
3.3 Annual General Meeting.....	16
3.4 Notice of Meeting	17
3.5 Meeting Agenda	18
3.6 Voting Procedures.....	22
3.7 Declared State of Emergency.....	24
3.8 Electronic Meeting Participation	25
4. Amendment History	26
Appendix A: Code of Conduct.....	28
Appendix B: Procedure for Election of Officers	36
Appendix C: Common Motions	38
Appendix D: Terms of Reference.....	42
FINANCE COMMITTEE	42
Appendix E: Terms of Reference	44
GOVERNANCE COMMITTEE.....	44
Appendix F: Terms of Reference	46
PUBLIC ADVISORY COMMITTEE.....	46

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 (The Regional Municipality of Niagara, The City of Hamilton, The Corporation of Haldimand County) and are effectively also Directors of the Authority. An additional member may be appointed to the authority by the Minister of Natural Resources 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, or Minister for the agricultural representative; 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. 41/24* 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. The mileage rate per kilometre is in accordance with CRA guidelines as they relate to ‘Meal and Vehicle Rates’ for the Province of Ontario.

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

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* (MFIPPA).

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

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 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).

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.

Should the Board deem it necessary to schedule the Annual General Meeting past April 30 of any given calendar year, the date shall be determined by Board resolution.

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, concluding at the following Annual General Meeting. The Chair and Vice-Chair 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
Removal of ex-officio status of Chair and Vice Chair on Committees. Revised parameters of scheduling Annual General Meetings. Formatting and structural edits for enhanced clarity.	February 21, 2025

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

THIS PAGE WAS INTENTIONALLY LEFT BLANK.

Appendix A: Code of Conduct

1.0 Background

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

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

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

2.0 General

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

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

2.1 Position of trust and influence

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

2.2 Adherence to Code of Conduct

All Board Members and members of Committees will adhere to this Code of Conduct and:

- a) Uphold the mandate, vision and mission of the Authority;
- b) Consider the Authority's jurisdiction in its entirety, including their appointing municipality;
- c) Respect Confidentiality;

- d) Approach all Authority issues with an open mind, with consideration for the organization as a whole;
- e) Exercise the powers of a Board member when acting in a meeting of the Authority;
- f) Respect the democratic process and respect decisions of the Board of Directors,
- g) Declare any direct pecuniary interest, conflict of interest or indirect/apparent interest when one exists or may exist in the near future; and;
- h) Conduct oneself in a respectful, courteous and professional manner and refrain from disparaging the Authority or impugning motives against any Director or any Authority staff.

3.0 Conflict of Interest Guidelines

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

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

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

3.1 Review

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

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

3.2 Pecuniary Interest

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

3.2.1 Chair's Conflict of Interest or Pecuniary Interest

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

3.3 Gifts and Benefits

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

3.4 Participation in Decision-making

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

3.4.1 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;
- c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question;
- d) shall leave the room for the duration of the item if a vote is occurring; and
- e) 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

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.

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

- a) file the written statement by the Board member in the Conflict of Interest Registry;
- b) record the interest in the minutes of the meeting;
- c) file a record of the interest recorded in the minutes of the meeting in the Conflict of Interest Registry; and
- d) make the Conflict of Interest Registry available for public inspection.

3.10 Breach of Conflict of Interest Policy

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.

3.10.1 Determined Breach

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 Alleged Breach

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.

4.0 Confidentiality

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.

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

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

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

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

4.1 Bound by Municipal Freedom of Information and Protection of Privacy Act

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

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

4.2 Closed session material

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

5.0 Use of Authority Property

No Board member shall use for personal purposes any Authority property, equipment, supplies, or services of consequence other than for purposes connected with the discharge of Authority duties or associated community activities of which the Authority has been advised.

6.0 Work of Political Nature

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

7.0 Conduct at Authority Meetings

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.

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

8.0 Improper Use of Influence

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.

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:

- a) the Member;
- b) any member of the Member's family;
- c) any NPCA employee;
- d) any friend, or business or other associate;

No Member shall attempt to secure preferential treatment beyond activities in which Members normally engage on behalf of constituents as part of their official duties.

No Member shall hold out the prospect or promise of future advantage through or related to, the supposed influence of the Member within the Board, in return for any decision, vote, action or inaction.

9.0 Influence on Staff

Board Members 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.

No Board member shall use, or attempt to use, the Member's authority or influence for the purpose of intimidating, threatening, coercing, or otherwise improperly influencing any Authority employee with the intent of interfering with that employee's duties, including the duty to disclose improper activity.

10.0 Business Relations

No Member 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.

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

11.0 Encouragement of Respect for the Authority and its Regulations

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

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

12.0 Harassment

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*".

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 Member, staff or any member of the public is misconduct.

Examples of harassment, whether in person, electronic, or in media, 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.

The Authority will not tolerate the display of pornographic, racist or offensive signs or images; practical jokes that result in awkwardness or embarrassment; unwelcome invitations or requests, whether indirect or explicit and any other prohibited grounds under the provisions of the *Ontario Human Rights Code*.

13.0 Breach of Conduct

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

13.1 Alleged Breach

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.

The Board member alleged to have breached the Code of Conduct will be given the opportunity to speak to the issue.

13.3 Determined Breach

Should it be concluded, based on established procedures that a Board member has breached the Code of Conduct, a letter will be forwarded to the representative's appointing municipal Council, by the Authority Board Chair or in his/her absence, the Vice-Chair, advising of said breach. The decision for the Board member to continue representing their municipality will be determined by the appointing municipal Council.

14.0 Interpretation

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 B: Procedure for Election of Officers

1.0 Election of Chair and Vice-Chair

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

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

1.2 Appointment of Scrutineers

The appointment of scrutineers is required for the purpose of counting ballots should an election be required.

All ballots will be destroyed by the scrutineers afterwards.

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

1.3 Election of Board Chair and Vice-Chair

The CAO / Secretary – Treasurer, or designate, advises that the election will be conducted, as follows:

- i. Election of the Chair, who shall be a Member appointed by a participating Municipality to the Authority, then
- ii. Election Vice-Chair, who shall be Members appointed by a participating Municipality to the Authority.

1.4 Nomination of Candidates

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.

Board Members 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 surnames.

1.5 Voting Procedures

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.

Only current Board Members of the Authority may vote.

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 C: 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 two-thirds majority vote of members present at the 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 two-thirds 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 meetings 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 of the meeting shall decide points of order on a case-by-case basis. When a Member wishes to raise a point of order, the Member shall ask leave of the Chair and after leave is granted, the Member shall state the point of order to the Chair, after which the Chair shall decide on the point or order.

Thereafter, the Member shall only address the Chair to appeal the decision. If the Member does not appeal, the decision of the Chair shall be final. If the Member appeals to the Authority or the Committee as the case may be, Members 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 on a point of privilege, may be appealed to the Members.

Appendix D: Terms of Reference

FINANCE COMMITTEE

Date of Board Approval – February 21, 2025

Committee Review – 2027

Committee Type: Standing Committee (NPCA By-Law Section 2.3.2)

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.

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 three (3) 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 (5) 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 Administrative Office (3350 Merrittville Hwy., Thorold), Ball's Falls Conservation Area, or at a location determined by the Committee Chair.

Appendix E: Terms of Reference

GOVERNANCE COMMITTEE

Date of Board Approval – February 21, 2025

Committee Review – 2027

Committee Type: Standing Committee (NPCA By-Law Section 2.3.2)

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 Authorities 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:

1.0 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.

2.0 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. 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 three (3) 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 (5) days in advance of a meeting and posted on the NPCA website. Minutes will be prepared by staff and distributed to the Committee members prior to the next meeting.

Meeting Location:

Meetings will be at the NPCA Administrative Office (3350 Merrittville Hwy., Thorold), Ball's Falls Conservation Area, or at a location determined by the Committee Chair. Meetings will be held in person or online.

Appendix F: Terms of Reference

PUBLIC ADVISORY COMMITTEE

Committee Type: Advisory Committee

Purpose

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

Committee Mandate

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

Membership

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

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

- Up to THREE (3) Public-at-large
- ONE (1) Conservation Areas user and/or volunteer
- ONE (1) Youth
- ONE (1) Academic/Science/Research
- ONE (1) Business/Industry
- ONE (1) Planning
- ONE (1) Development/Building
- TWO (2) Agriculture

- ONE (1) Environment
- ONE (1) Urban Indigenous
- ONE (1) Métis citizen appointed by Niagara Regional Métis Council
- TWO (2) members appointed by First Nations with a Treaty or historical affiliation to the watershed

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

Member Roles and Responsibilities

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

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

Chair and Vice Chair The Chair will:

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

The Vice Chair will:

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

All Members, including Chair and Vice Chair will:

- Review meeting materials in advance of the meetings and arrive prepared to provide broad perspective on the items under consideration
- Submit agenda items to the PAC Chair or staff liaison a minimum of two (2) weeks prior to the meeting date for consideration
- Make every effort to attend regularly scheduled meetings. If not available, notify the Chair or staff liaison at least one day prior to the meeting
- Agree to describe, process and resolve issues in a professional and respectful manner
- Bring forward potential partnership opportunities that align with NPCA strategic priorities

- Act as a liaison with their respective sectors/community/organizations with information and opportunities to provide input where appropriate
- Adhere to the NPCA Administrative by-law, Code of Conduct and media protocols as well as NPCA policies and procedures for volunteers
- Notify the NPCA in writing should they no longer be able to fulfil their term or wish to resign

Meetings

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

Meetings of the PAC will be open to the public.

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

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

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

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

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

Member Recruitment

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

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

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

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

Termination

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

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

Administration

Secretariat Support

An NPCA staff liaison will be assigned to the PAC by the Chief Administrative Officer (CAO). As designated by the CAO, appropriate NPCA staff shall provide administrative support, including taking minutes, the distribution of minutes and agendas and the general administrative coordination of meetings, posting of vacancies and communication with the PAC. Staff from various NPCA divisions may provide support to the PAC, including background information, briefings, and formal memos, presentations, and reports as required.

Reporting

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

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

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

Travel Expenses & Budget

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

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

Amendments

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