



**LOWER THAMES VALLEY**

**CONSERVATION AUTHORITY**

**Administrative By-Law – 2023-02**

**Best Management Practices**

**and**

**Code of Conduct**

**Conflict of Interest Guidelines**

**Procedure for Election of Officers**

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REVISION NUMBER	REVISION DATE	APPROVAL AUTHORITY	DETAILS
ALL PRIOR BY-LAWS ARE REPEALED			
2018-01	October 18, 2018	LTVCA Board of Directors – approved October 18, 2018	Review date: Oct 21, 2027
2018-01 revis.	September 28, 2020	LTVCA Board of Directors – approved September 28, 2020	Re: Section C: Meeting Procedures for Electronic Meetings (Introduction, Subsections 1B, 2 and 10)
2023-02 update	February 23, 2023	LTVCA Board of Directors – approved _____	Re: Proclamation of governance-related clauses in the CA Act and other related changes (Section II, Introduction, Section A: definitions, Section B: Governance [subsections 1a), 1b), 1c). 4, 6, 10, 13, 19, 21], Section C: Meeting Procedures [subsections 1 a & b, 2, 4, 10, 13, 14, 16, 18], Appendix E [11], Sections III, IV, V, VI)

# LOWER THAMES VALLEY CONSERVATION AUTHORITY

## Administrative By-Law, Code of Conduct, Conflict of Interest Guidelines and Procedure for Election of Officers

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## I. Background

### 1. Amendments to the *Conservation Authorities Act*

The *Conservation Authorities Act*, as amended by the *Building Better Communities and Conserving Watersheds Act, 2017*, provides direction for conservation authorities to make such by-laws as are required for its proper administration. The new bylaws will replace administrative regulations created under the repealed Section 30 of the Act. Current administrative bylaws will cease to be in force upon the earlier of a) December 12, 2018 (one year after Section 19.1 came into force), or b) the day the regulation is revoked by the authority.

Section 19.1 of the Act, sets out the requirements for by-laws as follows:

#### **By-laws**

**19.1** (1) An authority may make by-laws,

- (a) respecting the meetings to be held by the authority, including providing for the calling of the meetings and the procedures to be followed at meetings, specifying which meetings, if any, may be closed to the public;
- (b) prescribing the powers and duties of the secretary-treasurer;
- (c) designating and empowering officers to sign contracts, agreements and other documents on behalf of the authority;
- (d) delegating all or any of its powers to the executive committee except,
  - (i) the termination of the services of the secretary-treasurer,
  - (ii) the power to raise money, and
  - (iii) the power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the authority;
- (e) providing for the composition of its executive committee and for the establishment of other committees that it considers advisable and respecting any other matters relating to its governance;
- (f) respecting the roles and responsibilities of the members of the authority and of its officers and senior staff;
- (g) requiring accountability and transparency in the administration of the authority including,
  - (i) providing for the retention of records specified in the by-laws and for making the records available to the public,
  - (ii) establishing a code of conduct for the members of the authority, and
  - (iii) adopting conflict of interest guidelines for the members of the authority;
- (h) respecting the management of the authority's financial affairs, including auditing and reporting on the authority's finances;
- (i) respecting the by-law review required under subsection (3) and providing for the frequency of the reviews; and
- (j) respecting such other matters as may be prescribed by regulation.

### **Conflict with other laws**

(2) If a by-law made by an authority conflicts with any provision of the *Municipal Conflict of Interest Act* or the *Municipal Freedom of Information and Protection of Privacy Act* or a provision of a regulation made under one of those Acts, the provision of that act or regulation prevails.

### **Periodic review of by-laws**

(3) At such regular intervals as may be determined by by-law, an authority shall undertake a review of all of its by-laws to ensure, amongst other things, that the by-laws are in compliance with any Act referred to in subsection (2) or any other relevant law.

### **By-laws available to public**

(4) An authority shall make its by-laws available to the public in the manner it considers appropriate.

### **Transition**

(5) An authority shall make such by-laws under this section as are required for its proper administration,

- (a) in the case of an authority that was established on or before the day section 16 of Schedule 4 to the *Building Better Communities and Conserving Watersheds Act, 2017* comes into force, within one year of that day; and
- (b) in the case of an authority that is established after the day section 16 of Schedule 4 to the *Building Better Communities and Conserving Watersheds Act, 2017* comes into force, within one year of the day the authority is established.

(6) REPEALED

### **Direction by Minister**

(7) The Minister may give an authority a written direction to make or amend a by-law on any matter described in subsection (1), in accordance with the direction, within such period of time as may be specified in the direction.

### **Compliance**

(8) The authority that receives a direction under subsection (7) shall comply with the direction within the time specified in the direction.

### **Regulation where failure to comply**

(9) If an authority fails to adopt a by-law in accordance with the direction made under subsection (7), the Minister may make regulations in relation to the matters set out in the direction that are applicable in the area of jurisdiction of the authority.

## Same

(10) Any regulation made by the Minister under subsection (9) prevails over any conflicting by-law that the authority may have adopted.

## 2. Purpose of Best Management Practices (BMP) and Administrative By-law

This document is intended to provide a model for an Administrative By-law and the Best Management Practices associated with the By-laws required under Section 19.1 of the *Conservation Authorities Act*. It is a guideline which can be used as the basis for such governing documents to be adopted by individual conservation authorities.

The Administrative By-law Model and Best Management Practices for Code of Conduct and Conflict of Interest are designed to ensure compliance with the requirements of Section 19.1.

Some wording in the Administrative By-law Model is suggested, but not required. Other sections are recommended, but the final wording will be specific to individual authorities. Those sections are highlighted, with explanations included.

It is a goal of this Administrative By-law Model and Best Management Practices to ensure a high level of consistency among conservation authorities, with respect to governance. One way to increase this consistency, is for all conservation authorities to adopt Administrative By-laws and Best Management Practices that are based on a single model. Alternatively, individual authorities may develop and approve their own versions of these documents, as long as these versions are compliant with the *Act* and other relevant legislation. A checklist is included, in Section IV, to assist conservation authorities in ensuring that their Administrative By-law and Best Management Practices will comply with Section 19.1 of the *Act*.

## 3. Basis of Best Management Practices (BMP) and Administrative By-law

By-laws are considered a legal governing document. In the spirit of best management practices of transparency and accountability, the approach to the language and layout of the Administrative By-law Model is to ensure it is understandable to the general public.

All existing conservation authority by-laws received by Conservation Ontario in July and August 2017 were reviewed during the preparation of the Administrative By-law template. The Conservation Ontario Working Group provided additional input in order to prepare that draft for review by all conservation authorities.

Where municipal legislation conflicts with any part of this by-law (e.g. *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.

Along with the issues identified by the Working Group the following resources were used as reference to research and analyze best management practices:

- Existing conservation authorities By-laws/Members Guidebooks/Policy and Procedures received by Conservation Ontario:
  - Sault Ste. Marie Conservation Authority
  - Toronto Region Conservation Authority
  - Upper Thames River Conservation Authority

- Central Lake Ontario Conservation Authority
  - Essex Region Conservation Authority
  - Kawartha Region Conservation Authority
  - Hamilton Conservation Authority
  - Lower Thames Conservation Authority
  - Nottawasaga Conservation Authority
  - Saugeen Valley Conservation Authority
  - Catfish Creek Conservation Authority
  - Grand River Conservation Authority
- Provincial and other best management practices for board governance: *Ontario Not-for-Profit Corporations Act*, Ministry of Municipal Affairs, Association of Municipalities Ontario, Board of Health Governance Toolkit, other local boards under the Municipal Act, Ontario Ombudsman Municipal Meetings FAQ, Ontario Ombudsman investigations, British Columbia Integrity Office
  - Not for Profit best management practices for board governance: First Reference Policy Pro, Board Governance Classics, *Canada Not-for-Profit Corporations Act*
  - Ontario legislation:
    - *Conservation Authorities Act*;
    - *Municipal Act, Municipal Conflict of Interest Act*;
    - *Municipal Freedom of Information and Protection of Privacy Act*; and
    - *Accessibility for Ontarians with Disabilities Act*.

#### 4. Legal Review and Finalization of the April 2018 version

Bill 139, *Building Better Communities and Conserving Watersheds Act*, 2017 came into force on December 12, 2017. Each conservation authority had until December of 2018 to have Section 19.1 compliant by-laws in place. Due to timing of the 2018 municipal elections (October 22, 2018), conservation authorities adopted their new By-laws in the late summer or fall of 2018, prior to a significant turnover in the membership.

The draft BMP and Administrative By-law Model was circulated to all 36 conservation authorities in November 2017 and amendments were made further to the comments received. It was presented to Conservation Ontario Council on December 11, 2017, and received endorsement in principle.

South Nation Conservation coordinated a legal review of the document in February 2018.

Ministry of Natural Resources and Forestry staff reviewed the document and sought feedback from the Ministry of Municipal Affairs and the Association of Municipalities of Ontario. The requested changes resulting from those discussions have been incorporated. A 'final' version of the BMP and Administrative By-law Model was forwarded to MNRF staff on March 7, 2018 and minor edits (e.g. wording changes, elimination of duplication) were undertaken at their request on April 5, 2018. This final version was brought to the April 16, 2018 Conservation Ontario Council meeting for endorsement. Beginning in April 2018, training and assistance was made available to individual conservation authorities so they could adopt their own version of the BMPs and Administrative By-law in 2018.



Any information provided in this document, including the Administrative By-law Model, is not intended to be a substitute for legal advice. Individual conservation authorities are recommended to obtain an independent legal review of their by-laws before final General Membership approval.

## **5. Revisions/Updates to the By-Law**

As Minister Directions are issued under 19.1 (7) (see V. *Copies of Minister's Directions under Section 19.1(7)*) and as governance-related amendments to the *Conservation Authorities Act* occur (see VI. *Summaries of Governance-related Amendments to the Conservation Authorities Act*), amendments will be made to the *Conservation Authority Best Management Practices (BMPs) and Administrative By-Law Model* to keep Section II. *Administrative By-Law Model* updated as an ongoing BMP for reference and documentation of major amendments.

## II. Administrative By-Law

### Introduction

The Lower Thames Valley Conservation Authority is a non-share corporation, established under Section 3 of the *Conservation Authorities Act*, with the objects to provide, in the area over which it has jurisdiction, programs and services designed to further the conservation, restoration, development and management of natural resources other than gas, coal and minerals.

Under the Act, municipalities within a common watershed are enabled to petition the province to establish a conservation authority. The purpose of the Act is to provide for the organization and delivery of programs and services that further the conservation, restoration, development and management of natural resources in watersheds in Ontario. The Authority is comprised of its Members, appointed as representatives by the following Participating Municipalities:

*Municipality of Chatham-Kent*  
*Municipality of Lakeshore*  
*City of London*  
*Municipality of Southwest Middlesex*  
*Municipality of Strathroy-Caradoc*

*Municipality of Dutton Dunwich*  
*Municipality of Leamington*  
*Municipality of Middlesex Centre*  
*Township of Southwold*  
*Municipality of West Elgin*

An additional member may be appointed to the authority by the Minister as a representative of the agricultural sector.

*The Lower Thames Valley Conservation Authority Board of Directors approved the following statements to govern the activities of the Conservation Authority:*

*Vision – The LTVCA....for a balanced and healthy watershed*

*Mission – Leading by example in environmental protection in partnership with the community*

*Core Values: Respect, Integrity, Commitment, Objectivity, Collaborative*

The Members of the Conservation Authority form the General Membership of the Conservation Authority. The Members are bound by the Act and other applicable legislation. The Authority must always act within the scope of its powers. As a non-share corporation, the Authority has the capacity and, subject to the Act and other applicable legislation, the rights, powers and privileges of a natural person. The powers of a conservation authority to accomplish its objects are set out in the Act, including those identified under subsection 21(1).

### **Powers of authorities**

21 (1) For the purposes of accomplishing its objects, an authority has power,

(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 subsection (2), to sell, lease or otherwise dispose of land so acquired;
- (d) despite subsection (2), to lease for a term of five years or less land acquired by the authority;
- (e) to purchase or acquire any personal property that it may require and sell or otherwise deal therewith;
- (f) to enter into agreements for the purchase of materials, employment of labour and other purposes as may be necessary for the due carrying out of any project or to further the authority's objects;
- (g) to enter into agreements with owners of private lands to facilitate the due carrying out of any project;
- (h) to determine the proportion of the total benefit afforded to all the participating municipalities that is afforded to each of them;
- (i) to erect works and structures and create reservoirs by the construction of dams or otherwise;
- (j) to control the flow of surface waters in order to prevent floods or pollution or to reduce the adverse effects thereof;
- (k) to alter the course of any river, canal, brook, stream or watercourse, and divert or alter, as well temporarily as permanently, the course of any river, stream, road, street or way, or raise or sink its level in order to carry it over or under, on the level of or by the side of any work built or to be built by the authority, and to divert or alter the position of any water-pipe, gas-pipe, sewer, drain or any telegraph, telephone or electric wire or pole;
- (l) to use lands that are owned or controlled by the authority for purposes, not inconsistent with its objects, as it considers proper;
- (m) to use lands owned or controlled by the authority for park or other recreational purposes, and to erect, or permit to be erected, buildings, booths and facilities for such purposes and to make charges for admission thereto and the use thereof;
- (m.1) to charge fees for services approved by the Minister;
- (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.

## A. Definitions

“**Authority**” means the Lower Thames Valley Conservation Authority.

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

“**Chair**” means the Chairperson as referenced in the Act as elected by the Members of the Authority.

“**Chief Administrative Officer**” means the General Manager or Chief Administrative Officer of the Authority, and which may, by resolution of the Authority, include the responsibilities of the Secretary-Treasurer if so designated by resolution of the Authority.

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

“**General Membership**” means all of the Members, collectively.

“**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.

“**Minister**” means the Minister as defined in the Act.

“**Non-matching Levy**” means that portion of an Authority’s levy that meets the definition of non-matching levy as found in Ontario Regulation 139/96.

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

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

“**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.

“**Secretary-Treasurer**” means Secretary-Treasurer of the Authority with the roles specified in the Act.

“**Staff**” means employees of the Authority as provided for under Section 18(1) of the Act.

“**Vice-Chair**” means the Vice-Chairperson as elected by the Members of the Authority. If a first and second Vice-Chair are elected, they shall be called First Vice-Chair and Second Vice-Chair.

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

## B. Governance

### 1. Members

#### a) *Appointments*

Participating Municipalities within the jurisdiction of the Lower Thames Valley Conservation Authority shall appoint Members in accordance with Section 14 of the Act. An additional agricultural sector representative may be appointed to the Authority by the Minister.

Appointed 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.

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

#### b) *Term of Member Appointments*

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

#### c) *Powers of the General Membership*

Subject to the Act and other applicable legislation, the General Membership is empowered without restriction to exercise all of the powers prescribed to the Authority under the Act. In addition to the powers of an authority under s.21 of the Act for the purposes of accomplishing its objects, as referenced in the introduction of this By-law model, the powers of the General Membership include but are not limited to:

- i. Approving by resolution, the creation of Committees and/or Advisory Boards, the members thereof and the terms of reference for these Committees and/or Advisory Boards;
- ii. Appointing a Chief Administrative Officer and/or Secretary-Treasurer;
- iii. Terminating the services of the Chief Administrative Officer and/or Secretary-Treasurer;
- iv. Approving establishing and implementing regulations, policies and programs;
- v. Awarding contracts or agreements where the approval of the Authority is required under the Authority's purchasing policy;
- vi. Appointing an Executive Committee and delegate to the Committee any of its powers except:
  - i. The termination of the services of the Chief Administrative Officer and/or Secretary-Treasurer,
  - ii. The power to raise money, and

- iii. The power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the Authority;
- vii. Approving by resolution, any new capital project of the Authority;
- viii. Approving by resolution, the method of financing any new capital projects;
- ix. Approving details on budget allocations on any new or existing capital projects;
- x. Approving of the total budget for the ensuing year, and approving the levies to be paid by the Participating Municipalities;
- xi. Receiving and approving the Financial Statements and Report of the Auditor for the preceding year;
- xii. Authorizing the borrowing of funds on the promissory note of the Authority in accordance with subsection 3(5) of the Act;
- xiii. Approving by resolution, any proposed expropriation of land or disposition of land, subject to the requirements under the Act;
- xiv. Approving permits or refusing permission as may be required under any regulations made under Section 28 of the Act, including the delegation of this responsibility to the Chief Administrative Officer and other Authority staff consistent with Regulation 152/06;
- xv. Holding hearings required for the purpose of reviewing permit applications, and advising every applicant of their right to appeal the decision to the Minister through the Ontario Land Tribunal.

#### **d) Member Accountability**

Participating Municipalities appoint Members to the Authority as their representatives. Members have the responsibilities of Directors of the corporation that is the Authority. While the administration is responsible for the day-to-day operations, the General Membership is responsible for matters of governance, ensuring compliance with applicable legislation, and ensuring appropriate policies are in place and for financial soundness of the Authority.

All Members have the responsibility to be guided by and adhere to the Code of Conduct (Appendix 1) and Conflict of Interest Policy (Appendix 2), as adopted by the Authority.

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.

#### **e) Applicable Legislation**

In addition to the Act, the Members are subject to other legislation including, but not limited to:

- *Municipal Conflict of Interest Act*
- *Municipal Freedom of Information and Protection of Privacy Act*

If any part of the 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.

#### **f) Relationship Between Members and Staff**

The General Membership relies on the Chief Administrative Officer and/or Secretary-Treasurer to manage the operations of the organization, including all employees of the Authority. The Chief Administrative Officer and/or Secretary-Treasurer is accountable to the Authority, working cooperatively to achieve the goals established by the Authority.

The General Membership will ensure that a process exists for regular performance evaluations of the Chief Administrative Officer and/or Secretary-Treasurer.

## 2. Officers

The Officers of the Authority, and their respective responsibilities, shall be:

### Chair

- Is a Member of the Authority;
- Presides at all meetings of the General Membership (and Executive Committee if applicable);
- Calls special meetings if necessary;
- Acts as a public spokesperson on behalf of the General Membership;
- Serves as signing officer for the Authority;
- Ensures relevant information and policies are brought to the Authority's attention;
- Keeps the General Membership apprised of significant issues in a timely fashion;
- Performs other duties when directed to do so by resolution of the Authority.

### Vice-Chair(s)

- Is/are a Member(s) of the Authority;
- Attends all meetings of the Authority (and Executive Committee if applicable);
- Carries out assignments as requested by the Chair;
- Understands the responsibilities of the 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 their duties;
- Serves as a signing officer for the Authority.

### Chief Administrative Officer (CAO)

Responsibilities of the CAO as assigned by the Authority include, but are not limited to the following:

- Is an employee of the Authority;
- Attends all meetings of the General Membership (and Executive Committee if applicable) or designates an acting CAO if not available;
- Works in close collaboration with the Chair and Vice-Chair(s) and keeps them apprised of relevant information and significant issues in a timely fashion;
- Develops a strategic plan for approval by the General Membership and implements short and long-range goals and objectives;
- Is responsible for the management of the operations of the Authority, including all staff and programs of the Authority;
- Ensures resolutions of the Authority are implemented in a timely fashion;
- Develops and maintains effective relationships and ensures good communications with Participating Municipalities, federal and provincial government ministries/agencies, Indigenous communities, other conservation authorities, Conservation Ontario, stakeholders, community groups and associations;
- Serves as a signing officer for the Authority.

### Secretary-Treasurer

- Is an employee of the Authority;
- Fulfills the requirements of the Secretary-Treasurer as defined in the Act;
- Attends all meetings of the General Membership (and Executive Committee, if applicable);
- Is the custodian of the Corporate Seal;
- Serves as a signing officer for the Authority.



## CAO/Secretary-Treasurer

The duties of the Chief Administrative Officer and the Secretary-Treasurer have been combined and assigned to a single position, in which case the person is an Officer called the Chief Administrative Officer/Secretary-Treasurer.

### **3. Absence of Chair and Vice-Chair(s)**

In the event of the absence of the Chair and Vice-Chair(s) from any meeting, the members shall appoint an Acting Chair who, for the purposes of that meeting has all the powers and shall perform all the duties of the Chair.

### **4. Maximum Term for Chair and Vice-Chair(s)**

Both the Chair and Vice-Chair shall hold office for a term of one year, and shall serve for no more than two consecutive terms. Notwithstanding these terms, the Minister may grant permission (upon application by an Authority or a participating municipality) for a Chair or Vice-Chair to serve for a term of more than one year or to hold office for more than two consecutive terms.

### **5. Representatives to Conservation Ontario Council**

The Authority shall appoint two Representatives by Resolution of the General Membership, these representatives being the Chair (Voting Delegate) and the Chief Administrative Officer / Secretary-Treasurer (alternate) at the Annual General Meeting of each year. The Authority may appoint up to three Representatives to Conservation Ontario Council ("Council"), designated as Voting Delegate and Alternate(s). Council will consist of the Voting Delegates appointed by each Member Conservation Authority. The Voting Delegate and Alternates shall be registered with Conservation Ontario annually.

### **6. Election of Chair and Vice-Chairs**

The election of the Chair and one or more Vice-Chairs shall be at the Annual General Meeting of each year in accordance with the Authority's Procedures for Election of Officers (Appendix 3). Successors to the positions of Chair and Vice-Chair(s) shall be a Member from a different participating municipality from the incumbent. Upon application by an Authority or a participating municipality, the Minister may grant permission for a member who was appointed to the Authority by the same participating municipality that appointed the outgoing Chair or Vice-Chair to serve as Chair or Vice-Chair.

### **7. Appointment of Auditor**

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

### **8. Appointment of Financial Institution**

The General Membership shall appoint a financial institution to act as the Authority's banker by Resolution at the Annual General Meeting of each year.

### **9. Appointment of Solicitor**

The General Membership shall appoint a solicitor(s) to act as the Authority's legal counsel by Resolution at the Annual General Meeting of each year.

### **10. 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 General Membership shall receive and approve the Audited Financial Statements and Report of the Auditor annually for the previous year at the Annual General Meeting of each year.

The Authority shall forward copies of the Audited Financial Statements and Report of the Auditor 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 receiving the Auditor's Report.

### **11. Borrowing Resolution**

If required, the Authority shall establish a borrowing resolution by March 31 of each year and such resolution shall be in force until it is superseded by another borrowing resolution.

### **12. Levy Notice**

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

### **13. Signing Officers**

All deeds, transfers, assignments, contracts, and obligations entered into by the Authority shall be signed by the signing officers of the Authority, as follows:

- a) The signing officers of the Authority, except as otherwise prescribed for financial transactions, shall be the Chair or Vice Chair(s), and the Chief Administrative Officer/Secretary-Treasurer.
- b) All deeds, transfers, assignments, contracts, and obligations entered into by the Authority with a total value of greater than \$50,000 must be signed by the Chair or the Vice Chair and the Chief Administrative Officer/Secretary-Treasurer. These officers are empowered to sign such documents as are necessary for works approved by the Authority and authorized by the Executive Committee or the Board of Directors.
- c) All deeds, transfers, assignments, contracts, and obligations entered into by the Authority with a total value of less than or equal to \$50,000 must be signed by the Chief Administrative Officer/Secretary-Treasurer.
- d) For the above purposes, the signing officers are empowered to arrange for the borrowing of the funds necessary for approved projects and programs of the Authority.

Signing authority that was authorized by any previous Administration Regulation or By-law is superseded by this by-law.

### **14. Executive Committee**

The Authority may appoint an Executive Committee at the first meeting of the General Membership each year in accordance with Section 19 of the Act and Section 1(c)(vi) of this by-law.

### **15. Advisory Boards and Other Committees**

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

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

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

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

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

## **16. Remuneration of Members**

The Authority shall establish a per-diem rate from time to time to be paid to Members for attendance at General Meetings and Advisory Board or Committee meetings, and at such other business functions as may be from time to time requested by the Chair, through the Secretary-Treasurer. In addition, an honorarium may be approved by the Authority for the Chair and Vice-chair(s) as compensation for their additional responsibilities. A single per-diem will be paid for attendance at more than one meeting if they occur consecutively on the same day.

The Authority shall reimburse Members' reasonable travel expenses incurred for the purpose of attending meetings and/or functions on behalf of the Authority. A per-kilometre rate to be paid for use of a personal vehicle shall be approved by Resolution of the General Membership from time-to-time. Requests for such reimbursements shall be submitted within a timely fashion and shall be consistent with Canada Revenue Agency guidelines.

## **17. Records Retention**

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

- i. Minutes of all meetings of the Authority, including registries of statements of interests in accordance with the *Municipal Conflict of Interest Act*;
- ii. Assets, liabilities, receipts and disbursements of the Authority and Financial Statements and Reports of the Auditors;
- iii. Human Resources Files for all employees and Members as applicable;
- iv. Workplace Health and Safety documents including workplace inspections, workplace accidents, investigations, etc.;
- v. Electronic Communications including emails;
- vi. Contracts and Agreements entered into by the Authority;
- vii. Strategic Plans and other documents providing organizational direction;
- viii. Projects of the Authority;
- ix. Technical Studies and data gathered in support of Programs of the Authority;
- x. Legal Proceedings involving the Authority;
- xi. 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 General Membership from time-to-time.

## **18. Records Available to Public**

Records of the Authority shall be made available to the public, subject to requirements of the *Municipal Freedom of Information and Protection of Personal Privacy Act* (MFIPPA).

The Authority shall designate a Member or a committee of Members to act as head of the Authority for the purposes of MFIPPA.

### **19. By-law Review**

In accordance with the Act, these by-laws shall be reviewed by the Authority to ensure the by-laws are in compliance with the Act and any other relevant law. The General Membership shall review the by-laws on a regular basis to ensure best management practices in governance are being followed. The minimum number of years for such review will be five years or as needed to address any changes to the Act.

### **20. By-law Available to Public**

In accordance with the Act, the Authority shall make its by-laws available to the public on the Authority's website. By-laws shall also be available for review by any member of the public at the Authority's administration centre or provided in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

### **21. Enforcement of By-laws and Policies**

The Members shall respect and adhere to all applicable by-laws and policies (for example, the Code of Conduct and Conflict of Interest). The Authority may take reasonable measures to enforce its by-laws and policies, including the enforcement mechanisms under the *Municipal Conflict of Interest Act*. The procedure includes, but is not limited to:

- an investigation will be conducted regarding the alleged breach;
- an opportunity will be provided to the affected member to respond to the allegation;
- the findings of the investigation and the affected member's response will be communicated to the General Membership in a closed meeting;
- the appointing municipality shall be notified of the outcome of the investigation.

The Executive Committee is responsible for undertaking enforcement or determining if it should be undertaken by an independent third party (e.g. Municipal Integrity Commissioner).

### **22. Indemnification of Members, Officers and Employees**

The Authority shall maintain a liability insurance policy for Directors and Officers. The Authority undertakes and agrees to indemnify and save harmless its Members, Officers and Employees and their heirs and legal representatives, respectively, from and against all costs, charges and expenses, including all amounts paid to settle an action or satisfy any judgement, reasonably incurred by any such Member, Officer or Employee in respect of any civil, criminal or administrative action or proceeding to which any such Member, Officer or Employee is made a party by reason of being a Member, Officer or Employee of the Authority (except in respect of an action by or on behalf of the Authority to procure a judgment in its favour) if;

- such Member, Officer or Employee acted honestly, in good faith with a view to the best interests of the Authority and within the scope of such Member's, Officer's or Employee's duties and responsibilities, and,
- in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty that such Member, Officer or Employee had reasonable grounds for believing that the conduct was lawful.

## C. Meeting Procedures

The Meeting Procedures below governing the procedure of the Authority shall be observed in Executive Committee and Advisory Board meetings, as far as they are applicable, and the words Executive Committee or Advisory Board may be substituted for the word Authority as applicable. When the Authority or Executive Committee, as the case may be, are sitting as a Hearing Board, hearings will meet the requirements of the *Statutory Powers and Procedures Act SPPA*, the details of which are specified in the CA's Hearing Procedures which is based upon "Section 28(3) *Conservation Authorities Act* Hearing Guidelines" (CO/MNRF, 2005 as amended by CO 2018 and 2020), and including any future amendments).

### 1.A. Rules of Procedure

In all matters of procedure not specifically dealt with under the Act and this By-law, the current edition of Robert's Rules of Order, Bourinot's Rules of Order or other generally accepted rules of procedure shall be binding.

The Authority may choose to conduct its business as a committee of the whole.

### 1.B. 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.
- 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.
- 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.
- 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.

## 2. Notice of Meeting

The General Membership shall approve a schedule for regular meetings in advance. The Secretary-Treasurer shall send Notice of regular meetings to all Members at least five calendar days in advance of a meeting. 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 the 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 Secretary-Treasurer in advance of the meeting where it is to be dealt with. This shall be at least 14 days prior to the meeting, if it is to be included in the published agenda, or 4 days if it is to be introduced at the meeting.

The chair may, at their discretion, call a special meeting of the Authority as necessary on five calendar days' notice in writing or email. That notice shall state the business of the special meeting and only that business shall be considered at that special meeting. Any member, with 50% support of the other members, may also request the Chair to call a meeting of the Authority and the Chair will not refuse.

The Chair or the Secretary-Treasurer may, by notice in writing or email, deliver to the members so as to be received by them at least 12 hours before the hour appointed for the meeting, postpone or cancel any meeting of an Advisory Board or other committee until the next scheduled date for the specific Advisory Board or committee affected.

The Chair or the Secretary-Treasurer may, if it appears that a storm or like occurrence will prevent the 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. Meetings Open to Public**

All meetings of the General Membership and Executive Committee, if applicable, shall be open to the public.

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 and the subject matter meets the criteria for a closed meeting as defined in this by-law.

### **4. Agenda for Meetings**

Authority staff, under the supervision of the Secretary-Treasurer, shall prepare an agenda for all regular meetings of the Authority that shall include, but not necessarily be limited to, the following headings:

1. First Nations Acknowledgement
2. Call to Order
3. Adoption of Agenda
4. Disclosure of Conflicts of Interest
5. Approval of Previous Meeting Minutes
6. Business Arising from the Minutes
7. Presentations
8. New Business
9. Business for Approval
10. Business for Information
11. Correspondence
12. Other Business
13. Adjournment

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

Agendas for meetings shall be forwarded to all Members at least five calendar days in advance of the meeting. Such agendas shall be made available to the public on the Authority's website at the same time, unless the meeting is closed to the public in accordance with this by-law. Such agendas shall also be available in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

## 5. Quorum

At any meeting of the General Membership, a quorum consists of one-half of the Members appointed by the Participating Municipalities, except where there are fewer than six such Members, in which case three such Members constitute a quorum. At any Executive Committee (if applicable), advisory board or committee meeting, a quorum consists of one-half of the Members of the Executive Committee (if applicable), advisory board or committee.

If there is no quorum within one half hour after the time appointed for the meeting, the Chair for the meeting shall declare the meeting adjourned due to a lack of a quorum, or shall recess until quorum arrives, and the recording secretary shall record the names of the Members present and absent.

If during an Authority or Advisory Board or Committee meeting a quorum is lost, then the Chair shall declare that the meeting shall stand recessed or adjourned, until the date of the next regular meeting or other meeting called in accordance with the provisions of this by-law. Agenda items including delegations present may be covered and presented and issues discussed, but no formal decisions may be taken by the remaining Members which do not constitute a quorum.

Where the number of Members who are disabled from participating in a meeting due to the declaration of a conflict of interest is such that at that meeting the remaining Members are not of sufficient number to constitute a quorum, the remaining number of Members shall be deemed to constitute a quorum, provided such number is not less than two.

## 6. Order of Business

The business of the Authority shall be taken up in the order in which it stands on the agenda unless otherwise decided by a majority of those Members present.

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.

## 7. Debate

The Authority shall observe the following procedures for discussion/debate on any matter coming before it:

- a) A Member shall be recognized by the Chair prior to speaking;
- b) Where two or more Members rise to speak, the Chair shall designate the Member who has the floor, who shall be the Member who in the opinion of the Chair was first recognized;
- c) All questions and points of discussion shall be directed through the Chair;
- d) Where a motion is presented, it shall be moved and seconded before debate;
- e) No Member shall speak more than once to the same question without leave from the Chair, except in explanation of a material part of the speech;
- f) No Member shall speak more than 10 minutes without leave of the Chair;

- g) Any Member may ask a question of the previous speaker through the Chair;
- h) The Member who has presented a motion, other than a motion to amend or dispose of a motion, may speak again to the motion immediately before the Chair puts the motion to a vote;
- i) When a motion is under debate, no motion shall be received other than a motion to amend, to defer action, to refer the question, to take a vote, to adjourn, or to extend the hour of closing the proceedings;
- j) When a motion is under consideration, only one amendment is permitted at a time.

## **8. Matters of Precedence**

The following matters shall have precedence over the usual order of business:

- a) a point of order;
- b) 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.

## **9. Members' Attendance**

The Authority shall provide a listing of Members' attendance at scheduled meetings of the Authority to the Participating Municipalities at least annually.

Upon a Member's vacancy due to death, incapacity or resignation occurring in any office of the Authority, the Authority shall request the municipality that was represented by that Member appoint a Member replacement.

If a Member is unable to attend any meeting and wishes to bring any additional information or opinion pertaining to an agenda item to the General Membership, the Member shall address in writing or email to the Chair or Secretary-Treasurer such correspondence prior to the start of the meeting. The correspondence shall be read aloud by the Secretary-Treasurer without comment or explanations.

The Members shall prepare a procedure for reporting excessive absences by a member to the appointing Municipality.

## **10. Electronic Meetings and Participation**

Electronic meetings are permitted and must follow/accommodate all of Section C. Meeting Procedures identified in this by-law, or in the case of Hearings, the CA's Hearing Procedures which is based upon the "Section 28(3) *Conservation Authorities Act* Hearing Guidelines" (CO/MNRF, 2005 as amended by CO 2018 and 2020), and including any future amendments.

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.



## 11. Delegations

Any person or organization who wishes to address the Authority may make a request in writing or email to the Secretary-Treasurer. The request should include a brief statement of the issue or matter involved and indicate the name of the proposed speaker(s). If such request is received 14 days in advance of a scheduled meeting, the delegation shall be listed on the published agenda.

Any person or organization requesting an opportunity to address the Authority, but not having made a written request to do so in the timelines specified above, may appear before the meeting if approved by two thirds of Members present, or shall be listed on the published agenda for the following meeting.

Except by leave of the Chair or appeal by the leave of the meeting, delegations shall be limited to one (1) speaker for not more than 10 minutes.

Speakers will be requested not to repeat what has been said by previous speakers at the meeting. A returning delegation will only be allowed to speak again if new, relevant information has become available since their previous presentation. The Chair may choose to end a returning delegation's presentation if, in the opinion of the Chair, the new information being presented is not relevant to a decision facing the General Membership.

## 12. Annual Meeting

The Authority shall designate one meeting of the General Membership each year as the annual meeting. The Annual Meeting shall occur prior to March 1 of the year and shall include the following items on the agenda, in addition to the normal course of business items:

- i. introduction of new members,
- ii. the election of the chair,
- iii. the election of the vice-chair
- iv. the election of the Executive Committee of the Authority
- v. the election and appointment of members to committees of the Authority
- vi. the appointment of Authority representative to Conservation Ontario Council
- vii. the presentation of the auditors report for the preceding year
- viii. the appointment of the auditor for the upcoming year
- ix. the appointment of solicitor(s)
- x. the appointment of financial institution(s)
- xi. approval of members per diem and mileage rates
- xii. approval of the current year meeting times and dates
- xiii. the adoption of the current year's budget

## 13. Meetings with Closed "In Camera" Sessions

Every meeting of the General Membership, Executive Committee and Advisory Boards, if applicable, shall be open to the public as per Section 15(3) of the Act, subject to the exceptions set out below.

Meetings may be closed to the public if the subject matter being considered relates to:

- a) The security of the property of the Authority;
- b) Personal matters about an identifiable individual, including employees of the Authority;
- c) A proposed or pending acquisition or disposition of land by the Authority;
- d) Labour relations or employee negotiations;
- e) Litigation or potential litigation, including matters before administrative tribunals (e.g. Ontario Land Tribunal), affecting the Authority;

- f) Advice that is subject to solicitor-client privilege;
- g) A matter in respect of which the General Membership, Executive Committee, Advisory Board or committee or other body may hold a closed meeting under another act;
- h) Information explicitly supplied in confidence to the Authority by Canada, a province or territory or a Crown agency of any of them;
- i) A trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the Authority, 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 of persons, or organization;
- j) A trade secret or scientific, technical, commercial or financial information that belongs to the Authority and has monetary value or potential monetary value; or
- k) A position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Authority.

The Authority shall close a meeting if the subject matter relates to the consideration of a request under MFIPPA, and the Authority is the head of an institution for the purposes of MFIPPA.

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. Once matters have been dealt with in a closed meeting, the General Membership shall reconvene in an open session.

The General Membership shall not vote during a meeting that is closed to the public, unless:

- a) the meeting meets the criteria outlined in this by-law to be closed to the public; and
- b) the vote is for a procedural matter or for giving directions or instructions to Officers, employees or agents of Authority.

Any materials presented to the General Membership during a closed meeting shall be returned to the Secretary-Treasurer prior to departing from the meeting and shall be treated in accordance with the Authority's procedures for handling confidential material.

A meeting of the Authority, executive committee, advisory board or other committee may also be closed to the public if:

- a) the meeting is held for the purpose of educating or training the Members, and
- b) at the meeting, no Member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the authority, the executive committee, advisory board or other committee(s).

## 14. Voting

In accordance with Section 16 of the Act:

- a) each Member is entitled to one vote,
- b) a majority vote of the Members present at any meeting is required upon all matters coming before the meeting, and
- c) the Chair is entitled to one vote.

Where a member has been appointed by the Minister as a representative of the agricultural sector, the member shall not vote on: a resolution to enlarge an authority's area of jurisdiction; a resolution to amalgamate the Authority with another conservation authority; a resolution to dissolve the Authority; or, a resolution related to any budgetary matter.

If any Member who is qualified to vote abstains from voting, they shall be deemed to have voted neither in favour nor opposed to the question, which will not alter the number of votes required for a majority.

On a tie vote, the motion is lost.

Interrelated motions shall be voted on in the order specified in Robert's Rules of Order, Bourinot's Rules of Order or other generally accepted rules of procedure.

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. No question shall be voted upon more than once at any meeting, unless a recorded vote is requested.

If a member present at a meeting at the time of the vote requests immediately before or after the taking of the vote that the vote be recorded, each member present taken by alphabetical surname with the Chair voting last, except a member who is disqualified from voting by any Act, shall announce their vote openly answering "yes" or "no" to the question, and the Secretary-Treasurer shall record each vote.

At the meeting of the Authority at which the Non-Matching Levy is to be approved, the Secretary-Treasurer shall conduct the vote to approve the Non-Matching Levy by a Weighted Majority of the Members present and eligible to vote, in accordance with Ontario Regulation 139/96.

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.

Except as provided in Section B, Paragraph 6 of this By-law (Election of Chair and Vice-Chair), no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

## **15. Notice of Motion**

Written notice of motion to be made at an Authority, executive committee, advisory board or committee meeting may be given to the Secretary-Treasurer by any Member of the Authority not less than seven business days prior to the date and time of the meeting and shall be forthwith placed on the agenda of the next meeting. The Secretary-Treasurer shall include such notice of motion in full in the agenda for the meeting concerned.

Recommendations included in reports of advisory boards or committees that have been included in an agenda for a meeting of the General Membership or Executive Committee (if applicable), shall constitute notice of motion for that meeting.

Recommendations included in staff reports that have been included in an agenda for a meeting of the General Membership or Executive Committee (if applicable), shall constitute notice of motion for that meeting.

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 a motion or other business for the consideration of an appropriate advisory board or 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 a majority of the members of the Authority present.

## 16. Motion to Reconsider

If a motion is made to reconsider a previous motion, a two-thirds majority vote shall be required in order for reconsideration to take place. If a motion to reconsider is passed, the original motion shall then be placed on the agenda at a future meeting to be debated and voted upon, and the result of that vote, based on a simple majority, shall supersede.

## 17. Duties of the Meeting Chair

It shall be the duty of the Chair, with respect to any meetings over which they preside, to:

- a) Preserve order and decide all questions of order, subject to appeal; and without argument or comment, state the rule applicable to any point of order if called upon to do so;
- b) Ensure that the public in attendance does not in any way interfere or disrupt the proceedings of the Members;
- c) Receive and submit to a vote all motions presented by the Members, which do not contravene the rules of order or regulations of the Authority;
- d) Announce the results of the vote on any motions so presented;
- e) Adjourn the meeting when business is concluded.

## 18. Conduct of Members

Members shall maintain a high standard for conduct and at all times comply with applicable laws and the Authority's Code of Conduct (Appendix 1).

No Member at any meeting of the Authority shall:

- a) Speak in a manner that is discriminatory and/or derogatory in nature based on an individual's race, ancestry, place of origin, citizenship, creed, gender, 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 or use offensive words against the Authority, the Members, staff, or any member of the public;
- e) Speak beyond the question(s) under debate;
- f) Resist the rules of order or disobey the decision of the Chair on the questions or order or practices or upon the interpretation of the By-laws.

## 19. Minutes of Meetings

The Secretary-Treasurer shall undertake to have a recording secretary in attendance at meetings of the Authority, the Executive Committee and each advisory board or committee. The recording secretary shall make a record in the form of minutes of the meeting proceedings and in particular shall record all motions considered at the meeting.

If a recording secretary is not present in a closed session, the Secretary-Treasurer shall take notes of any direction provided, for endorsement by the Chair and Vice-Chair.

Minutes of all meetings shall include the time and place of the meeting and a list of those present and shall state all motions presented together with the mover and seconder and voting results.

The Secretary-Treasurer or designate shall include draft minutes of the previous meeting available to each member of the Authority at the same time as agendas for the next meeting are distributed.

After the minutes have been approved by resolution, original copies shall be signed by the Secretary-Treasurer and the Chair, and copies of all non-confidential minutes shall be posted on the Authority's website.

Minutes shall be made available for review on the Authority's website within 30 days of the meeting. Minutes shall be made available in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

## D. Approval of By-law and Revocation of Previous By-law(s)

By-law number 2018-01 is hereby repealed;

By-law number 2023-02 shall come into force on the \_\_\_ day of \_\_\_\_\_, 2023.

READ A FIRST TIME

February 23, 2023  
Date

READ A SECOND TIME

\_\_\_\_\_  
Date

READ A THIRD TIME AND FINALLY PASSED

\_\_\_\_\_  
Date

Signed:

\_\_\_\_\_  
Chair

\_\_\_\_\_  
CAO / Secretary-Treasurer  
Mark Peacock, P. Eng.

## E. Appendices to the Administrative By-law

### Appendix 1 - Code of Conduct

#### 1. Background

The Lower Thames Valley Conservation Authority demands a high level of integrity and ethical conduct from its General Membership. The Authority's reputation has relied upon the good judgement of individual Members. A written Code of Conduct helps to ensure that all Members share a common basis for acceptable conduct. Formalized standards help to provide a reference guide and a supplement to legislative parameters within which Members must operate. Further, they enhance public confidence that Members operate from a base of integrity, justice and courtesy.

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

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

#### 2. General

All Members, whether municipal councillors or appointed representatives of a municipality, are expected to conduct themselves in a manner that reflects positively on the Authority.

All Members shall serve in a conscientious and diligent manner. No Member shall use the influence of office for any purpose other than for the exercise of their official duties.

It is expected that Members adhere to a code of conduct that:

- i. upholds the mandate, vision, mission and values of the Authority;
- ii. considers the Authority's jurisdiction in its entirety, including their appointing municipality;
- iii. respects confidentiality;
- iv. approaches all Authority issues with an open mind, with consideration for the organization as a whole;
- v. exercises the powers of a Member when acting in a meeting of the Authority;
- vi. respects the democratic process and respects decisions of the General Membership, Executive Committee, Advisory Boards and other committees;
- vii. declares any direct or indirect pecuniary interest or conflict of interest when one exists or may exist; and
- viii. conducts oneself in a manner which reflects respect and professional courtesy and does not use offensive language in or against the Authority or against any Member or any Authority staff.

#### 3. Gifts and Benefits

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

#### 4. Confidentiality

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

All information, documentation or deliberations received, reviewed, or taken in a closed meeting are confidential.

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.

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

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

Particular care should be exercised in protecting information such as the following:

- i. Human Resources matters;
- ii. Information about suppliers provided for evaluation that might be useful to other suppliers;
- iii. Matters relating to the legal affairs of the Authority;
- iv. 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;
- v. Sources of complaints where the identity of the complainant is given in confidence;
- vi. Items under negotiation;
- vii. Schedules of prices in tenders or requests for proposals;
- viii. Appraised or estimated values with respect to the Authority's proposed property acquisitions or dispositions;
- ix. Information deemed to be "personal information" under MFIPPA.

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

#### ***5. Use of Authority Property***

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

#### ***6. Work of a Political Nature***

No Member shall use Authority facilities, services or property for their election or re-election campaign to any position or office within the Authority or otherwise.

#### ***7. Conduct at Authority Meetings***

During meetings of the Authority, Members shall conduct themselves with decorum. Respect for delegations and for fellow Members requires that all Members show courtesy and not distract from the business of the Authority during presentations and when others have the floor.

#### ***8. Influence on Staff***

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 and corporate perspective, without undue influence.

#### ***9. Business Relations***

No Member shall borrow money from any person who regularly does business with the Authority unless such person is an institution or company whose shares are publicly traded and who 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, except in compliance with the terms of the *Municipal Conflict of Interest Act*.

#### **10. Encouragement of Respect for the Authority and its Regulations**

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

#### **11. Harassment**

It is the policy of the Authority that all persons 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. Members shall follow the Authority's Harassment Policy as approved from time-to-time.

Examples of harassment that will not be tolerated include, but is 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 also 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*.

#### **12. Breach of Code of Conduct**

Should a Member breach the Code of Conduct, they shall advise the Chair and Vice-Chair(s), with a copy to the Secretary-Treasurer, as soon as possible after the breach.

Should a Member allege that another Member has breached the Code of Conduct, the said breach shall be communicated to the Chair, with a copy to the Secretary-Treasurer, in writing. In the absence of the Chair, or if a Member alleges that the Chair has breached the Code of Conduct, the said breach shall be communicated to the Vice-Chair(s), with a copy to the Secretary-Treasurer, in writing.

Should a member of the public or a municipality allege that a Member has breached the Code of Conduct, the party making the allegation will be directed to follow the notification procedure outlined above.

Any breach, or alleged breach, of the Code of Conduct shall be investigated in accordance with the Enforcement of By-laws and Policies procedure referred to in the Authority's Administrative By-law.

## Appendix 2 - Conflict of Interest

### 1. *Municipal Conflict of Interest Act*

The Authority Members commit themselves and the Authority to ethical, businesslike, and lawful conduct when acting as the General Membership. The Authority is bound by the *Municipal Conflict of Interest Act*. This by-law is intended to assist Members in understanding their obligations. Members are required to review the *Municipal Conflict of Interest Act* on a regular basis.

### 2. *Disclosure of Pecuniary Interest*

Where a Member, 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, Executive Committee, Advisory Board or committee at which the matter is the subject of consideration, the Member:

- a) shall, prior to any consideration of the matter at the meeting, disclose the pecuniary interest and the general nature thereof;
- b) shall not take part in the discussion of, or vote on any question in respect of the matter; and,
- c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question.

### 3. *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, another Member shall be appointed to chair that portion of the meeting by Resolution.

### 4. *Closed Meetings*

Where a meeting is not open to the public, a 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.

### 5. *Member Absent*

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, Executive Committee, Advisory Board or Committee, as the case may be, attended by them after the particular meeting.

### 6. *Disclosure Recorded in Minutes*

The recording secretary shall record in reasonable detail the particulars of any disclosure of conflict of interest or pecuniary interest made by Members and whether the Member withdrew from the discussion of the matter. Such record shall appear in the minutes/notes of that particular meeting of the General Membership, Executive Committee, advisory board or committee, as the case may be.

### 7. *Breach of Conflict of Interest Policy*

Should a Member breach the Conflict of Interest Policy, they shall advise the Chair and Vice-Chair(s), with a copy to the Secretary-Treasurer, as soon as possible after the breach.

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

breached the Conflict of Interest Policy, the said breach shall be communicated to the Vice-Chair(s), with a copy to the Secretary-Treasurer, in writing.

Should a member of the public or a municipality allege that a Member has breached the Conflict of Interest Policy, the party making the allegation will be directed to follow the notification procedure outlined above.

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

## Appendix 3 - Procedure for Election of Officers

### 1. Voting

Voting shall be by secret ballot and no Members may vote by proxy.

### 2. Acting Chair

The General Membership shall appoint a person, who is not a voting Member, as Acting Chair or Returning Officer, for the purpose of Election of Officers.

### 3. Scrutineer(s)

The appointment of one or more scrutineers is required for the purpose of counting ballots, should an election be required. All ballots shall be destroyed by the scrutineers afterwards. The Acting Chair shall call a motion for the appointment of one or more persons, who are not Members or employees of the Authority, to act as scrutineers. A Member, who will not stand for election, may be appointed as an additional scrutineer if requested.

### 4. Election Procedures

The Acting Chair shall advise the Members that the election will be conducted in accordance with the Act as follows:

- a) The elections shall be conducted in the following order:
  - i. Election of the Chair, who shall be a Member of the Authority,
  - ii. Election of one or more Vice-Chairs, who shall be Members of the Authority;
- b) The Acting Chair shall ask for nominations to each position;
- c) Only current Members of the Authority who are present may vote;
- d) Nominations shall be called three (3) times and will only require a mover;
- e) The closing of nominations shall require both a mover and a seconder;
- f) Each Member nominated shall be asked to accept the nomination. The Member must be present to accept the nomination unless the Member has advised the Secretary-Treasurer in writing or by email in advance of the election of their willingness to accept the nomination;

If one Nominee:

- g) If only one nominee, the individual shall be declared into the position by acclamation;

If More than One Nominee:

- h) In the event of an election, each nominee shall be permitted not more than three (3) minutes to speak for the office, in the order of the alphabetical listing by surnames;
- i) Upon the acceptance by nominees to stand for election to the position of office, ballots shall be distributed to the Members by the scrutineers for the purpose of election and the Acting Chair shall ask the Members to write the name of one individual only on the ballot;
- j) The scrutineers shall collect the ballots, leave the meeting to count the ballots, return and advise the Acting Chair who was elected with more than 50% of the vote.

A majority vote shall 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 shall be removed from further consideration for the office and new ballots shall 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 shall 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 Acting Chair or designate.

### III. Checklist for compliance with Section 19.1

<b>Proposed Conservation Authorities Act Section 19.1(1)</b> <b>An authority may make by-laws:</b>	<b>Template By-law</b>
(a) respecting the meetings to be held by the authority, including providing for the calling of the meetings and the procedures to be followed at meetings, specifying which meetings, if any, may be closed to the public;	<u>Part II Administrative By-law, Section C – Meeting Procedures</u> <b>1. Rules of Procedure</b> <b>2. Notice of Meeting</b> <b>13. Meetings with Closed “In Camera” Sessions</b>
(b) prescribing the powers and duties of the secretary-treasurer;	<u>Part II Administrative By-law, Section B – Governance</u> <b>2. Officers</b>
(c) designating and empowering officers to sign contracts, agreements and other documents on behalf of the authority;	<u>Part II Administrative By-law, Section B – Governance</u> <b>1(c) Powers of the General Membership</b> <b>2. Officers</b> <b>13. Signing Officers</b>
(d) delegating all or any of its powers to the executive committee except, <ul style="list-style-type: none"> <li>i. the termination of the services of the CAO/secretary-treasurer,</li> <li>ii. the power to raise money, and</li> <li>iii. the power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the authority;</li> </ul>	<u>Part II Administrative By-law, Section B – Governance</u> <b>1(c) Powers of the General Membership</b> <b>2. Officers</b>
(e) providing for the composition of its executive committee and for the establishment of other committees that it considers advisable and respecting any other matters relating to its governance;	<u>Part II Administrative By-law, Section B – Governance</u> <b>1(c) Powers of the General Membership</b> <b>14. Executive Committee</b> <b>15. Advisory Boards and Other Committees</b>
(f) respecting the roles and responsibilities of the members of the authority and of its officers and senior staff;	<u>Part II Administrative By-law, Section B – Governance</u> <b>1. Members</b> <b>2. Officers</b>
(g) requiring accountability and transparency in the administration of the authority including, <ul style="list-style-type: none"> <li>(i) providing for the retention of records specified in the by-laws and for making the records available to the public,</li> </ul>	<u>Part II Administrative By-law, Section C – Meeting Procedures</u> <b>3. Meetings Open to Public</b>  <u>Part II Administrative By-law, Section B – Governance</u> <b>17. Records Retention</b> <b>18. Records Available to Public</b>

<b>Proposed Conservation Authorities Act Section 19.1(1)</b> <b>An authority may make by-laws:</b>	<b>Template By-law</b>
(ii) establishing a code of conduct for the members of the authority, and	<u>Appendix 1 – Code of Conduct</u>
(iii) adopting conflict of interest guidelines for the members of the authority;	<u>Appendix 2 - Conflict of Interest</u>
(h) respecting the management of the authority’s financial affairs, including auditing and reporting on the authority’s finances;	<u>Part II Administrative By-law, Section B – Governance</u> <b>10. Financial Statements and Report of the Auditor</b>
(i) respecting the by-law review required under subsection (3) and providing for the frequency of the reviews; and	<u>Part II Administrative By-law, Section B – Governance</u> <b>19. By-law Review</b>
(j) respecting such other matters as may be prescribed by regulation.	To be developed as required

<b>Proposed Conservation Authorities Act Sections 19.1 (2), (3) and (4)</b>	<b>Template By-law</b>
<u>Conflict with other laws</u> (2) If a by-law made by an authority conflicts with any provision of the Municipal Conflict of Interest Act or the Municipal Freedom of Information and Protection of Privacy Act or a provision of a regulation made under one of those Acts, the provision of the Act or regulation prevails.	<u>Part II Administrative By-law, Section B – Governance</u> <b>1(e) Applicable Legislation</b>
<u>Periodic review of by-laws</u> (3) At such regular intervals as may be determined by by-law, an authority shall undertake a review of all of its by-laws to ensure, amongst other things, that the by-laws are in compliance with any Act referred to in subsection (2) or any other relevant law.	<u>Part II Administrative By-law, Section B – Governance</u> <b>19. By-law Review</b>
<u>By-laws available to public</u> (4) An authority shall make its by-laws available to the public in the manner it considers appropriate.	<u>Part II Administrative By-law, Section B – Governance</u> <b>20. By-law Available to Public</b>

## IV. Copies of Minister's Directions under Section 19.1(7)

Ministry of the Environment,  
Conservation and Parks

Office of the Minister

777 Bay Street, 5th Floor  
Toronto ON M7A 2J3  
Tel.: 416-314-6790

Ministère de l'Environnement,  
de la Protection de la nature et des  
Parcs

Bureau du ministre

777, rue Bay, 5<sup>e</sup> étage  
Toronto (Ontario) M7A 2J3  
Tel.: 416.314.6790



March 26, 2020

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

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

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

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

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

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



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

#### **Electronic participation, emergencies**

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

#### **Meetings open to the public**

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

#### **General, emergency measures**

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

#### **Publication of information**

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

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

#### Implementation procedure

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

#### Effective date

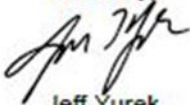
9. This Direction is effective immediately. If it is in the public interest to do so, I will provide further direction or clarification, at a later date, related to the matters set out in this Direction.

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

Chloe Stuart  
Assistant Deputy Minister, Land and Water Division, MECP  
Robinson PI South Tower, 6<sup>th</sup> Floor  
300 Water Street  
Peterborough ON K9J 3C7  
(705) 755-5341  
[chloe.stuart@ontario.ca](mailto:chloe.stuart@ontario.ca)

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

Sincerely,



Jeff Yurek  
Minister of the Environment, Conservation and Parks

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

Ministry of the Environment,  
Conservation and Parks

Ministère de l'Environnement,  
de la Protection de la nature et des  
Parcs

Office of the Minister

Bureau du ministre

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Toronto ON M7A 2J3  
Tel.: 416-314-6790

777, rue Bay, 5<sup>e</sup> étage  
Toronto (Ontario) M7A 2J3  
Tél. : 416.314.6790



September 10, 2020

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

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

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On March 26, 2020, I issued a Minister's Direction ("Direction") pursuant to subsection 19.1 (7) of the *Conservation Authorities Act* that applied to all conservation authorities in Ontario, listed in **Schedule "A"** as attached. The Direction enabled conservation authorities to convene a meeting electronically in order to make the necessary amendments to their administrative by-laws to deal with both provincial and municipal emergencies. It identified the minimum areas where the by-laws should be amended, in the manner deemed appropriate by the CA, to make provision for emergency situations (e.g., electronic participation in meetings and hearings and achieving quorum while participating electronically). The Direction also identified that each conservation authority, depending on their individual by-laws, may identify the need to make other necessary amendments to respond to emergencies.

It has come to my attention that certain conservation authorities amended their by-laws to allow virtual meetings only during declared emergencies. Now that the provincially declared state of emergency has ended and municipally declared state of emergencies have or may end, conservation authorities may be prevented from continuing to be able to meet virtually. As such, I am amending the Direction that I issued on March 26, 2020 to remove this barrier. I am directing the conservation authorities listed in Schedule "A" to meet virtually for the purpose of reviewing and amending their by-laws, as applicable, to allow for members of a conservation authority to participate electronically in meetings when it is deemed appropriate by the conservation authority to do so. For greater certainty, the other provisions of the Direction continue to apply.

**Effective Date**

This amendment to the March 26, 2020 Direction is effective immediately. If it is in the public interest to do so, I will provide further direction or clarification at a later date related to the matters set out in this Direction.

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

Chloe Stuart  
Assistant Deputy Minister, Land and Water Division  
Ministry of the Environment, Conservation and Parks  
Robinson Pl South Tower, 6<sup>th</sup> Floor  
300 Water Street  
Peterborough, ON, K9J 3C7  
(705) 755-5341  
chloe.stuart@ontario.ca

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Sincerely,



Jeff Yurek  
Minister of the Environment, Conservation and Parks

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

## V. Summaries of Governance-related Amendments to the *Conservation Authorities Act*

### i) *Protect, Support and Recover from COVID-19 Act (Budget Measures), 2020*

Amendments to the *Conservation Authorities Act*, through the *Protect, Support and Recover from COVID-19 Act (Budget Measures), 2020*, were proclaimed on February 2nd, 2021. Amendments were related to governance of conservation authorities, and included: changes to CA-municipal membership provisions (s.14(1.1)), requirements for CAs to make membership agreements publicly available (s.14(2.2)(2.3)), the Ministers power to appoint a member from the agricultural sector (s.14(4)(4.0.1)), limitations on terms of CA chairs and vice chairs (s.17(1.1)(1.2)(1.3)), minor amendments to the ‘powers of authorities’(s.21(1)), and a requirement for CAs to follow generally accepted accounting principles (s.38(1)(4)).

Although not requiring amendments to the Administrative By-Laws (and therefore not reflected in the table below), it is noted that included in these amendments is a new ability for the Minister to appoint one or more investigators, at any time, to conduct an investigation of an authority’s operations, including the programs and services it provides (s. 23.1 (4) – (10)). In the event an investigator is appointed, the CA may need to provide the investigator with documents or records as required, and may be required to pay all or part of the cost of an investigation. If, after reviewing an investigator’s report, the Minister believes that an authority has failed, or is likely to fail, to comply with a provision of the CA Act or the regulation, or any other Act or regulations that applies to the authority, the Minister may order the Authority to do or refrain from doing anything, or recommend to the LGIC (Lieutenant Governor in Council) that an administrator be appointed to take over control and operation of the authority (s. 23.2, 23.3).

Amendments to the <i>Conservation Authorities Act (February 2<sup>nd</sup>, 2021 proclamations)</i>	Template By-law
<p><b>Section 14 (1.1)</b></p> <p><b>Members of council appointed</b>            (1.1) When appointing members of an authority, the council of a participating municipality shall ensure that at least 70 per cent of its appointees are selected from among the members of the municipal council, subject to subsection (1.2).</p> <p><b>Section 14 (1.2)</b></p> <p><b>Exception</b>            (1.2) Upon application by a participating municipality, the Minister may grant permission to the municipality to select less than 70 per cent of its appointees to an authority from among the members of the municipal council, subject to such conditions or restrictions as the Minister considers appropriate.</p>	<p>Part II Administrative By-law, Section B - Governance</p> <p><b>4. Members</b></p>

<p><b>Section 14 (2.2)</b></p> <p><b>Municipal agreement</b>  (2.2) If the participating municipalities of an authority enter into an agreement with respect to the total number of municipally appointed members of the authority and the total number of members each municipality may appoint, the authority shall, within 60 days after the agreement is executed,</p> <ul style="list-style-type: none"> <li>a) provide a copy of the agreement to the Minister; and</li> <li>b) make the agreement available to the public by posting it on the authority’s website and by any other means the authority considers appropriate.</li> </ul> <p><b>Section 14 (2.3)</b></p> <p><b>Same, transition</b>  (2.3) If an agreement referred to in subsection (2.2) is in force on the day subsection 2 (4) of Schedule 6 to the <i>Protect, Support and Recover from COVID-19 Act (Budget Measures), 2020</i> comes into force, the relevant authority shall provide a copy of the agreement to the Minister within 60 days after that day.</p>	<p><u>Part II Administrative By-law, Section B - Governance</u></p> <p><b>1. Members</b></p>
<p><b>Section 14 (4)</b></p> <p><b>Member from agricultural sector appointed</b>  (4) In addition to the members of an authority appointed in accordance with subsections (1) to (2.1), an additional member may be appointed to the authority by the Minister as a representative of the agricultural sector.</p> <p><b>Section 14 (4.0.1)</b></p> <p><b>Limitation on voting</b>  (4.0.1) The member of an authority appointed under subsection (4) shall not vote on,</p> <ul style="list-style-type: none"> <li>a) a resolution to enlarge an authority’s area of jurisdiction that is presented at a meeting called under section 10;</li> <li>b) a resolution to amalgamate an authority with another authority that is presented at a meeting called under section 11;</li> <li>c) a resolution to dissolve the authority that is presented at a meeting called under section 13.1; or</li> <li>d) a resolution relating to any budgetary matter that is presented at a meeting held under section 16.</li> </ul> <p><b>Section 14 (4.1)</b></p> <p><b>Term</b>  (4.1) A member shall be appointed for a term of up to four years, as may be determined by the council that appoints the member or, in</p>	<p><u>Part II Administrative By-law – Introduction</u></p> <p><u>Part II Administrative By-law, Section B - Governance</u></p> <p><b>1. Members</b></p> <p><u>Part II Administrative By-law, Section C – Meeting Procedures</u></p> <p><b>12. Voting</b></p>

<p>the case of a member appointed under subsection (4), by the Minister.</p>	
<p><b>Section 15 (2.1)</b></p> <p><b>Agenda, minutes to be made public</b>  (2.1) Subject to the <i>Municipal Freedom of Information and Protection of Privacy Act</i>, the authority shall,</p> <ul style="list-style-type: none"> <li>a) make the agenda for a meeting of the authority or of its executive committee available to the public before the meeting takes place; and</li> <li>b) make the minutes of a meeting of the authority or of its executive committee available to the public within 30 days after the meeting.</li> </ul> <p><b>Section 15 (2.2)</b></p> <p><b>Same</b>  (2.2) An agenda for a meeting or its minutes that are to be made available to the public under subsection (2.1) shall be made available by posting them on the authority’s website and by any other means the authority considers appropriate.</p>	<p><u>Part II Administrative By-law, Section C – Meeting Procedures</u>  <b>19. Minutes of Meetings</b></p>
<p><b>Section 17 (1.1)</b></p> <p><b>Term of chair, vice-chair</b>  (1.1) A chair or vice-chair appointed under subsection (1) shall hold office for a term of one year and shall serve for no more than two consecutive terms.</p> <p><b>Section 17 (1.2)</b></p> <p><b>Representation from each municipality</b>  (1.2) An authority in respect of which more than one participating municipality has been designated shall appoint chairs and vice-chairs from among the members appointed to the authority by each participating municipality on a rotating basis so as to ensure that a member appointed to the authority by a particular participating municipality cannot be appointed to succeed an outgoing chair or vice-chair appointed to the authority by the same participating municipality.</p> <p><b>Section 17 (1.3)</b></p> <p><b>Exception</b>  (1.3) Despite subsections (1.1) and (1.2), upon application by an authority or a participating municipality, the Minister may grant permission to the authority or participating municipality to, subject to such conditions or restrictions as the Minister considers appropriate,</p>	<p><u>Part II Administrative By-law, Section B - Governance</u>  <b>4. Maximum Term for Chair and Vice-Chair(s)</b></p> <p><u>Part II Administrative By-law, Section B - Governance</u>  <b>6. Election of Chair and Vice-Chairs</b></p>

<ul style="list-style-type: none"> <li>a) appoint a chair or vice-chair for a term of more than one year or to hold office for more than two consecutive terms; or</li> <li>b) appoint as chair or vice-chair of the authority a member who was appointed to the authority by the same participating municipality that appointed the outgoing chair or vice-chair.</li> </ul>	
<p><b>Section 21 (1)</b></p> <p><b>Powers of authorities</b></p> <p>For the purposes of accomplishing its objects, an authority has power,</p> <ul style="list-style-type: none"> <li>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;</li> <li>b) for any purpose necessary to any project under consideration or undertaken by the authority, to enter into and upon any land, with 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;</li> <li>c) to acquire by purchase, lease or otherwise any land that it may require, and, subject to subsection (2), to sell, lease or otherwise dispose of land so acquired;</li> <li>d) despite subsection (2), to lease for a term of five years or less land acquired by the authority;</li> <li>e) to purchase or acquire any personal property that it may require and sell or otherwise deal therewith;</li> <li>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;</li> <li>g) to enter into agreements with owners of private lands to facilitate the due carrying out of any project;</li> <li>h) to determine the proportion of the total benefit afforded to all the participating municipalities that is afforded to each of them;</li> <li>i) to erect works and structures and create reservoirs by the construction of dams or otherwise;</li> <li>j) to control the flow of surface waters in order to prevent floods or pollution or to reduce the adverse effects thereof;</li> <li>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;</li> </ul>	<p><u>Part II Administrative By-law – Introduction</u></p>



<ul style="list-style-type: none"> <li>l) to use lands that are owned or controlled by the authority for purposes, not inconsistent with its objects, as it considers proper;</li> <li>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;</li> <li>(m.1) to charge fees for services approved by the Minister;</li> <li>n) to collaborate and enter into agreements with ministries and agencies of government, municipal councils and local boards and other organizations and individuals;</li> <li>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;</li> <li>p) Repealed: 2020, c. 36, Sched. 6, s. 7 (4).</li> <li>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.</li> </ul>	
<p><b>Section 38 (1)</b></p> <p><b>Annual audit</b></p> <p>(1) Every authority shall cause its accounts and transactions to be audited annually by a person licensed under the <i>Public Accounting Act, 2004</i> 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, as they exist from time to time.</p> <p><b>Section 38 (4)</b></p> <p><b>Report made publicly available</b></p> <p>(4) Within 60 days of receiving the auditor’s report, an authority shall make the report available to the public on its website and by any other means that the authority considers appropriate.</p>	<p>Part II Administrative By-law, Section B - <u>Governance</u></p> <p><b>10. Financial Statements and Report of the Auditor</b></p>