



Executive Committee Meeting

August 2, 2023

KCCA Administration Centre

10:00 a.m.

Audio/Video Recording Notice

“Board members, staff, guests and members of the public are reminded that the Full Authority Board/Committee meeting is being recorded, and will be posted to the Authority’s web site along with the official written minutes. As such, comments and opinions expressed may be published and any comments expressed by individual Board members, guests and the general public are their own, and do not, represent the opinions or comments of the Full Authority and/or the KCCA Board of Directors.

The recorded video of the Full Authority meeting is not considered the official record of that meeting. The official record of the Full Authority meeting shall consist solely of the Minutes approved by the Full Authority.”

Introductions and Declarations of Pecuniary Interest

Open Session

- a) Administrative By-Law Update.....Page 2

Closed Session - Confidential

- a) Personnel Matter – 2024-2027 Salary and Staffing
- b) Legal Matter

TO: Board of Directors
FROM: Elizabeth VanHooren
Date: August 2, 2023
Subject: Administrative By-Law Update
Recommendation: That the updates to KCCA’s Administrative By-Law be recommended to the Full Authority for approval.



PURPOSE

To present amendments to KCCA’s Administrative By-Law to bring it into compliance with recent CA Act changes, and the Ontario Not-for-Profit Corporations Act.

REPORT SUMMARY

- Conservation Ontario provided CAs with suggested amendments to the Administrative By-Law to account for:
 - Changes required under the Ontario Not-For-Profit Corporations Act
 - Agricultural Representatives being potentially appointed by the Minister
 - Ontario Regulation 400/22 Information Requirements
 - That a weighted majority will be used to approve the Authority’s budget
 - Additional edits as a result of legal review
- The draft amendments were reviewed by KCCA’s legal council and are presented red in the attached copy.

BACKGROUND

KCCA’s Administrative By-Law was reviewed against amendments made to Conservation Ontario’s Administrative By-Law Model to bring it into compliance with recent changes to the Conservation Authorities Act as well as requirements under the Ontario Not-For Profit Corporations Act.

All suggested changes are outlined in red in the attached draft copy.

Ontario Regulation 402/22 “Budget and Apportionment” does alter slightly KCCA’s normal budget and levy approval process.

In the past KCCA has circulated the levy and budget to member municipalities with a 30-day notice of approval prior to the AGM. The levy and budget are presented for final approval at the Annual General Meeting and approved using a recorded weighted majority vote.

Ontario Regulation 402/22 establishes a three phased approach to CA budget approval consisting of the following steps:

Approval For Public Consultation

- Decide whether or not to approve the draft budget for consultation purposes
- Once approved for consultation send the draft budget, and all related financial information related to apportionment, to each participating municipality
- Make a copy of the draft budget available on the web site under Governance
- Carry out consultations as necessary

Approval of Apportionment

- Hold a meeting to approve the apportionment.
- Provide notice of meeting to participating municipalities at least 30 days in advance
 - o Include draft budget
 - o Levy
- Approval of apportionment needs to occur before the budget is finalized. This will negate KCCA's ability to approve both the budget and the levy at the Annual General Meeting. Staff expect that the levy will be approved at the January meeting – leaving only the budget to be approved at the Annual General Meeting.
- Levy will continue to be approved by weighted voted according to the ratio that the modified current value assessment for the municipality of the appointed member(s)

Approval of Budget

- Hold a meeting to approve the final budget with the agreed upon apportionment.
- The vote to approve the budget shall be carried by a majority of votes unless the by-law's stipulate that it shall be carried by a weighted majority
- Vote to approve the budget shall be recorded
- Final budget should be available to the public on the web site under governance.

As KCCA has always approved both its levy and budget using a weighted vote staff have included in C. Meeting Procedures Section 12 (Annual Meeting) of the Updated Administrative By-law that the budget will be approved using a weighted majority rather than a simple majority.

RECOMMENDATION

That the updates to KCCA's Administrative By-Law be recommended to the Full Authority for approval.



Kettle Creek
Conservation Authority

Administrative By-Law

Administrative By-Law

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Introduction

Kettle Creek Conservation Authority is a non-share corporation, established under Section 3 of the *Conservation Authorities Act (the Act)*, with the objects to provide, in the area over which it has jurisdiction, programs and services designed for the purpose of furthering the conservation, restoration, development and management of natural resources in watershed(s) other than gas, oil, coal and minerals.

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

City of London
City of St. Thomas
Township of Malahide
Municipality of Middlesex Centre
Municipality of Central Elgin
Municipality of Thames Centre
Township of Southwold

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

~~Members of the Authority are also effectively~~ directors of the Authority.

The Vision of Kettle Creek Conservation Authority is “People in Harmony with Nature.” The Mission of the Kettle Creek Conservation Authority is, “to guide the conservation of ecosystems on a watershed basis.”

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 purpose of this Act;

- (b) for any purpose necessary to any project under consideration or undertaken by the authority, to enter into and upon any land, with the consent of the occupant or owner, and survey and take levels of it and make such borings or sink such trial pits as the authority considers necessary;
- (c) to acquire by purchase, lease or otherwise any land that it may require, and, subject to subsections (2) and (4), to sell, lease or otherwise dispose of land so acquired;
- (d) despite subsection (2), to lease for a term of five years or less land acquired by the authority;
- (e) to purchase or acquire any personal property that it may require and sell or otherwise deal therewith;
- (f) to enter into agreements for the purchase of materials, employment of labour and other purposes as may be necessary for the due carrying out of any project or to further the authority's objects;
- (g) to enter into agreements with owners of private lands to facilitate the due carrying out of any project;
- (h) to determine the proportion of the total benefit afforded to all the participating municipalities that is afforded to each of them;
- (i) to erect works and structures and create reservoirs by the construction of dams or otherwise;
- (j) to control the flow of surface waters in order to prevent floods or pollution or to reduce the adverse effects thereof;
- (k) to alter the course of any river, canal, brook, stream or watercourse, and divert or alter, as well temporarily as permanently, the course of any river, stream, road, street or way, or raise or sink its level in order to carry it over or under, on the level of or by the side of any work built or to be built by the authority, and to divert or alter the position of any water-pipe, gas-pipe, sewer, drain or any telegraph, telephone or electric wire or pole;
- (l) to use lands that are owned or controlled by the authority for purposes, not inconsistent with its objects, as it considers proper;
- (m) to use lands owned or controlled by the authority for park or other recreational purposes, and to erect, or permit to be erected, buildings, booths and facilities for such purposes and to make charges for admission thereto and the use thereof;
- (m.1) **REPEALED: 2017, c.23, Sched.4, s. 19(3).**
- (n) to collaborate and enter into agreements with ministries and agencies of government, municipal councils and local boards and other organizations and individuals;

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- (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: 2020, c. 36, Sched. 6, s. 7(4).
- (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. R.S.O. 1990, c. C.27, s. 21; 1996, c. 1, Sched. M, s. 44 (1, 2); 1998, c. 18, Sched. I, s. 11; 2017, c. 23, Sched. 4, s. 19; 2020, c. 36, Sched. 6, s. 7; 2022, c. 21, Sched. 2, s. 2 (1).

A. Definitions

“Authority” means the Kettle Creek 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.

“Declared Emergency” is any emergency declared pursuant to the Emergency Management Civil Protection Act that 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.

“Director” means an individual occupying a position of Director of the Corporation/Authority by whatever name he or she is called.

“Electronic Meeting” means a meeting called and held in full or in part via electronic means (including, but not limited to, video conference, audio conference, teleconference or other appropriate electronic means), and with or without in-person attendance.

“General Manager/Secretary Treasurer” 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 and acting as Directors as specified in the *Ontario Not-For-Profit Corporations Act (ONCA)*.

“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 **with each member being a Director of the Authority as specified in the Ontario Not-For-Profit Corporations Act (ONCA).**

“**Minister**” means the Minister as defined by 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 **as** empowered to sign contracts, agreements and other documents on behalf of the Authority in accordance with section 19.1 of the Act, which shall include the Chair, Vice-Chair(s) the Chief Administrative Officer and the Secretary-Treasurer (or the General Manager/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 Kettle Creek 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.

For the purposes of this by-law, the appointed Members collectively 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 participating municipality; such term beginning at the first meeting of the Authority following his or her appointment and ending immediately before the first meeting of the Authority following the appointment of his or her replacement. The 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 his or her 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. **The Minister will define the term for the Member they appoint as a representative of the agricultural sector.**

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, 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 General Manager/Secretary-Treasurer;
- iii. Terminating the services of the General Manager/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 General Manager/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;

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- xiii. Approving by resolution, any proposed acquisition 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 approved Regulation Approval Officer consistent with Regulation 181/06;
- 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 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~~ **General Manager/Secretary-Treasurer and other staff of the Authority are** 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.

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

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

Members are responsible for:

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

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; and,*
- *Not-For-Profit Corporations Act, 2010*

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

f) *Relationship Between Members and Staff*

The General Membership relies on the General Manager/Secretary-Treasurer to manage the operations of the organization, including all employees of the Authority. The General Manager/Secretary-Treasurer is accountable to the Authority, working cooperatively to achieve the goals established by the **Authority Members**.

The General Membership will ensure that a process exists for regular performance evaluations of the General Manager/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;
- Serve as an ex-officio trustee on the Kettle Creek Environmental Trust.

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 his/her duties;
- Serves as a signing officer for the Authority.

General Manager/Secretary Treasurer

Responsibilities of the General Manager/Secretary-Treasurer 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 General Manager/Secretary-Treasurer 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;

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- 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.
- Fulfills the requirements of the Secretary-Treasurer as defined in the Act;
- Is the custodian of the Corporate Seal;
- Serves as an ex-officio trustee on the Kettle Creek Environmental Trust.

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 may appoint Representatives to Conservation Ontario Council ("Council") in accordance with the Conservation Ontario By-law. Representatives will be appointed annually.

6. Election of Chair and Vice-Chairs

The election of the Chair and one or more Vice-Chairs shall be held at the first meeting held each year in accordance with the Authority's Procedures for Election of Officers (Appendix 3). Successors to the positions of Chair and Vice-Chair 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 to 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.

7. Appointment of Auditor

The General Membership shall appoint an auditor at the first meeting held each year.

8. Appointment of Financial Institution

The General Membership shall appoint a financial institution at the first meeting held each year.

9. Appointment of Solicitor

The General Membership shall appoint a solicitor at the first meeting held 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.

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. The Approved Audited Financial Statements will be posted to the Authority's web site within 30 days of approving 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

The Chair, Vice-Chair, General Manager/Secretary Treasurer and Director of Operations are designated as signing officers for the Authority. All deeds, transfers assignments, contracts and obligations entered into by the Authority shall be signed by two signing officers as follows: one of the Chair or Vice-Chair and one of the General Manager/Secretary Treasurer or Director of Operations. Signing officers are empowered to sign such documents as are necessary for works approved by the Authority.

Only one signing officer is required to authorize short-term (less than one year) contracts.

Financial transactions, including payments and transfers may be signed in accordance with the Authority's Finance and Purchasing Policies and Procedures.

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 the 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. If no quorum is present, the per diem rate shall be paid to those in attendance.

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.

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

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 compliance with the provisions of the ~~as required pursuant to~~ subject to requirements of the *Municipal Freedom of Information and Protection of Personal Privacy Act* (MFIPPA) and further to Ontario Regulation 400/22 Information Requirements.**

The Authority may by motion, designate from among the members, an individual or a committee of the board of directors to act as head of the Authority for the purposes of the *Municipal Freedom of Information and Protection of Personal Privacy Act* (MFIPPA).

The Authority may designate in writing from among the members, an individual or a committee of the Authority to act as head of the Authority for the purposes of MFIPPA.

If no person is designated as head of the Authority under Section 3 of MFIPPA, the head shall be,

- (a) the Board of Directors of the Authority; and
- (b) the head shall be the members of the Authority elected or appointed to the Board of Directors of the Authority, commission or other body.

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 General Membership shall review the by-laws every four (4) years to ensure best management practices in governance are being followed.

Amendments or additions to these by-laws may only be made by resolution of the Authority which receives a two-thirds majority from the members present.

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 for enforcement will include:

- an investigation regarding the alleged breach;

- an opportunity for the affected member to respond to the allegation;
- communication of the findings of the investigation and the affected member's response will be communicated to the General Membership in a closed meeting;
- ~~— notification to the appointing municipality of the outcome of the investigation~~
- the appointing municipality or the appointing Minister shall be notified of the outcome of the investigation.

22. Indemnification of Members, Officers and Employees

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 and in the best ~~with a view to the best~~ interest 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 Kettle Creek Conservation Authority's Section 28 Hearing Procedures Guideline.

1. 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 ~~shall be binding will be followed~~.

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

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 General Membership.

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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 at a meeting will be submitted to the Secretary-Treasurer in advance of the meeting 10 days prior if it is to be included in the published agenda, or 3 days prior if it is to be introduced at the meeting.

The Chair may, at his/her pleasure, call a special meeting of the Authority as necessary on 72 hours 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 delivered 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 participation 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. **Where possible, the Authority will provide for alternative means for the public to participate in meetings electronically.**

A meeting or part of a meeting may be closed to the public if the subject matter being considered is identified in the closed meeting section of the Agenda **or arises during a meeting requiring that it be closed to the public at the time that matter is raised at a meeting**, 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. Introductions and Declarations of Pecuniary Interest
2. Delegations
3. Minutes of Meetings
4. Matters Arising
5. Statement of Revenue and Expenses
6. Correspondence
7. New Business
8. Business to be conducted in Closed Session
9. Notice of Next Meeting

10. 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 ~~fifty percent plus 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 per s16(2) of the Act.~~ At any Executive Committee, advisory board or committee meeting, a quorum consists of ~~fifty percent plus one one-half~~ of the members of the Executive Committee, advisory board or committee. ~~The Member appointed by the Minister to represent agricultural interests is not part of quorum.~~

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.

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.

No delegations shall be covered, no business shall be conducted and no decisions be considered in the absence of quorum.

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 5 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.

In the event that municipally-appointed member misses three consecutive regular meetings without prior notice, the Authority will advise the member's municipality of the absences.

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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.

10. Electronic Meetings

Electronic meetings are permitted and may include a regular, special meeting or Executive Committee meeting. 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 follow/accommodate all Section C. Meeting Procedures, or in the case of Hearings, the CA Hearing Procedures.

Members may participate in a meeting 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.

Where necessary, an electronic meeting held under this section may be held without physical attendance by members, staff or the public.

In accordance with subsection 15(3) of the Conservation Authorities Act any meeting held electronically shall be open to the public, subject to the exceptions and rules of procedure outlined in Section C "Meetings with Closed Session."

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 participate in the meeting electronically and be able to observe all that Members can hear and see at the meeting.

Whenever possible, the posted agenda for a meeting held under this section will include sufficient information for the public to electronically access the open session. This may include posting the audio or video recording of the meeting on-line or posting the draft minutes of the meeting in an expeditious manner following the electronic meeting.

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

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

delegation, 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 hear any delegation or hold any such hearing or appeal.

10.1 Electronic Meetings Protocol

Amendments to this Electronic Meeting Protocol (hereinafter, "Protocol") may be permitted to be made by simple majority vote of members to accommodate an effective and efficient meeting, so long as any such amendments are not contrary to prevailing Provincial legislation, order or direction.

The protocol for such electronic meetings is as follows:

- a) The agenda material will be posted publicly.
- b) The method and technology used for an Electronic Meeting in Open Session or Closed Session will be determined by the General Manager or his/her designate and the Chair or Vice Chair based on resources available.
- c) Each member participating in the Electronic Meeting shall be available at least fifteen (15) minutes before the beginning of the meeting to assist staff in establishing the electronic connection.
- d) Electronic devices are to be muted when not speaking to avoid technical disruption.
- e) The Chair will conduct a roll call at the beginning of both the Open and Closed Sessions.
- f) In addition to a roll call, at the beginning of each Closed Session the following preamble will be read to which each member must verbally commit to understanding and accepting:

Each member here present and accounted for in roll call confirm that they are participating electronically in this Closed Session in a private setting with no member of the public able to listen to or view the meeting. All members are bound by the Authority's Code of Conduct and Rules and Procedures outlined within the Administrative By-Law. Members are reminded that this Closed Session is confidential and that all information, documents or deliberations received, reviewed or taken in closed session are confidential. Members shall not disclose or release by any means to any member of the public, either in verbal, electronic or written form, any confidential information acquired by virtue of their office, except when required by law to do so. Members are directed to delete all documents distributed at the conclusion of this meeting.

- g) The Chair will announce each agenda item. The Chair will canvass members participating electronically about their intentions to speak to a matter on the floor and will notify each member when it is their turn to speak.
- h) Each Member will identify themselves and speak through the Chair.
- i) After a Member is finished speaking, the Chair may confirm verbally if there are remaining Members who wish to speak and will call out the name of the next members assigned to the floor.
- j) The Chair will confirm that no further Members wish to speak before voting commences.

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- k) After putting a motion to a vote, each Member participating by electronic means will be required to identify how he or she wishes to vote. The Chair will determine the method of voting to be used.
- l) If a Member is present in-person or electronically and their respective name is called and no response to indicate a vote is provided the Chair will ask one more time, and if there is no indication of a vote, the vote will be recorded in negative unless directed otherwise by the Chair.
- m) The Chair will announce the results of the vote.
- n) Each Member shall remain silent and attentive to the proceeding when not assigned the floor by the Chair.
- o) Each Member will listen for their name to be assigned the floor to speak or to vote.
- p) A Member participating by electronic means shall inform the Chair about their intentions to leave the meeting either on a temporary or permanent basis.
- q) A member participating by electronic means will be deemed to have left the meeting when they are no longer electronically connected to the meeting.
- r) The Chair may direct that the connection be terminated if the Member cannot be clearly understood, or if a poor connection or background noise is deemed to be disruptive to the meeting.
- s) In the case of a loss of connection, or any connection issue which impedes the ability of a Member to participate in the meeting in real time, the meeting will continue without attempts by staff to reconnect them to the meeting.
- t) If electronic communication is interrupted during a meeting and remains interrupted while a vote is taken, the Member affected is deemed to have left the meeting prior to the vote.

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. If such request is received 10 days in advance of a scheduled meeting, the delegation shall be listed on the published agenda. Requests must be submitted to the General Manager/Secretary-Treasurer and should include the business to be discussed and the delegate's name.

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 notify the General Manager/Secretary-Treasurer on the Monday prior to the scheduled Full Authority/Committee meeting provided the item to be discussed is included on the published Agenda. The delegation 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 leave of the meeting, delegations must identify the speaker(s) before commencing and shall be limited to 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. Speakers will be asked to follow KCCA's Handling Unreasonable Behavior and Public Meeting Decorum Policy.

There shall be no debate between such speakers and members of the Authority or staff, provided however that questions may be asked by members of the Authority following the presentation of the speaker.

If there is a resolution put forward after the deputation, then the resolution must be dealt with under New Business. Under New Business the matter can be:

- a) Dealt with immediately, or
- b) Request a report from the staff, or
- c) Refer the matter to another meeting at which time a report is to be presented by staff.

Every petition, protest, or other written application intended to be presented to the Full Authority, must be legibly written or printed on paper and signed by at least one person.

12. Annual Meeting

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

- i. Approval of the Financial Statements and Report of the Auditor for the prior year
- ii. Approval of the Budget

When the Budget is to be approved, the General Manager/Secretary-Treasurer shall conduct the vote to approve the Budget by a Weighted Majority of the Members present and eligible to vote, in accordance with Ontario Regulation 402/22 'Budget and Apportionment'.

13. Meetings with Closed Sessions

Every meeting of the General Membership, Executive Committee, Advisory Boards and other Committees, 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 **designated head of the** Authority for the purposes of MFIPPA **is present**.

Before holding a meeting or part of a meeting that is to be closed to the public, the Members shall state by resolution during the open session of the meeting that there will be a meeting closed to the public and the general nature of the matter to be considered at the closed meeting. 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.

14. Voting

In accordance with Section 16 of the Act:

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

According to the above, the Chair is entitled to vote.

Where a member has been appointed by 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.

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 his or her 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~~ Budget is to be approved, the General Manager/Secretary-Treasurer shall conduct the vote to approve the Budget by a Weighted Majority of the Members present and eligible to vote, in accordance with Ontario Regulation ~~139/96~~ 402/22 'Budget and Apportionment'.

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 shall be given to the Secretary-Treasurer by any Member of the Authority not less than 7 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.

A verbal notice of motion may be submitted to the Chair at the meeting in which case:

- 1) The Chair shall have the notice of motion read;
- 2) The Notice of Motion shall be recorded in the minutes and placed on the agenda for the next regular meeting; or
- 3) A motion may be introduced and considered at the meeting without notice if it is duly moved and seconded; and receives two-thirds (2/3) vote of the members of the Authority present.

Written notice of motion is required for a motion to rescind, amend something previously adopted or to discharge a committee.

16. Motion to Reconsider

After a question has been decided, any member who voted thereof with the majority may at the next regular meeting of the Authority move for a reconsideration of the question.

No discussion of the main question shall be allowed until the reconsideration is carried, and no question shall be reconsidered more than once at any one meeting.

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 he/she presides, 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 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;

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- 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 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)

Whereas the Conservation Authorities Act (Act) amendment requires conservation authorities to have administrative practices that meet the requirements of Section 19.1 of the Act;

And Whereas Conservation Ontario endorsed the Conservation Authority (CA) Administrative By-law Model at their meeting held on April 16, 2018;

Therefore let it be resolved as follows:

1. That the proposed Kettle Creek Conservation Authority (KCCA) Administrative By-Law be approved as amended and KCCA's existing Administrative Regulations be repealed as of September 19, 2018;
2. That the Nominating Committee be disbanded effective September 19, 2018;
3. That the Personnel and Finance Committee and the Planning and Community Relations Committee be disbanded effective December 31, 2018;
4. That the approved KCCA Administrative By-Law dated September 19, 2018 be forwarded to the Minister of Natural Resources and Forestry and the Minister of Environment Conservation and Parks.

Updates

This By-Law was amended on April 15, 2020 by Motion FA 42/2020.

This By-Law was amended on September 16, 2020 by Motion FA89/2020.

This By-Law was amended on October 21, 2020 by Motion FA105/2020.

This By-Law was amended on October 20, 2021 by Motion FA114/2021.

E. Appendices to the Administrative By-law

Appendix 1 - Code of Conduct

1. *Background*

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

2. *General*

All Members, whether municipal councillors or appointed representatives of a municipality, **or whether appointed by the Minister as a representative of the agricultural sector**, 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 his/her official duties.

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

- i. upholds the mandate, vision and mission 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.

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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 his/her 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: 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, with a copy to the General Manager/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 the Vice-Chair, with a copy to the Secretary-Treasurer, in writing.

Administrative By-Law

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 outlined or 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 and **its Members are** bound by the *Municipal Conflict of Interest Act*. This appendix to the 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.

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

2. *Disclosure of Pecuniary Interest*

Where a Member, either on his or her 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; and
- d) shall file a written statement of the Conflict of Interest and its general nature with the General Manager/Secretary-Treasurer**

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.

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.

The Authority shall maintain a registry in which shall be kept:

- a) A copy of each statement filed under Section 2d) of this policy; and,
- b) A copy of each declaration recorded in the Minutes.

The registry shall be available for public inspection.

7. Breach of Conflict of Interest Policy

Should a Member breach the Conflict of Interest Policy, they shall advise the Chair and Vice-Chair, with a copy to the General Manager/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 General Manager/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 the Vice-Chair, 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 and **the KCCA Administrative By-Law Section B: Governance, subsection 4 "Maximum Term for Chair and Vice Chair"** 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 **appointed by a participating Municipality**
 - ii. Election of one or more Vice-chairs, who shall be Members of the Authority **appointed by a participating Municipality.**
- 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.

Administrative By-Law

- 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.

Appendix 4 – Terms of Reference for the Executive Committee

According to the Kettle Creek Conservation Authority's Administrative By-Law the General Membership may appoint 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 necessary or incidental to the works approved by the Authority.

All committees of the Board shall follow KCCA's Administrative By-law. The Executive Committee reports to the General Membership.

Membership

The Executive Committee shall consist of the Chair, Vice Chair and immediate past Chair plus two other members as nominated from the General Membership at the first meeting of the year. The Chair of the Authority shall be the Chair of the Executive Committee.

Frequency of Meetings

The Executive Committee shall meet at the call of the Chair in accordance with KCCA's Administrative By-Law C. Meeting Procedures (2) Notice of Meetings.

Responsibilities/Role

Is empowered to act on behalf of the Authority between meetings on matters that require immediate attention, excluding those matters set out above, including instruction to legal counsel provided that a report be given to the Authority for receipt at the next scheduled meeting of the Authority;

To review periodically the budgetary status and priorities of the Authority;

To review and recommend appropriate changes as required to the personnel policies, staff position descriptions, salary schedules and staff benefits;

To provide administrative supervision of Authority personnel including hiring, discipline and termination of employees as outlined in KCCA's Personnel Policies;

To conduct a yearly performance appraisal with the General Manager/Secretary-Treasurer.