



# **CATFISH CREEK CONSERVATION AUTHORITY**

## **ADMINISTRATIVE BY-LAW**

**Amended: April 4, 2023  
Report # FA 23 / 2023**

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## **BACKGROUND**

### **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 The new bylaws will replace administrative regulations created under the repealed Section 30 of the Act.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.

(1)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 the 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.

## **INTRODUCTION**

The Catfish Creek Conservation Authority (CCCA) is a non-share corporation, established under Section 3 of the Act, with the objects to provide, in the area over which it has jurisdiction, programs and services designed for the purpose of to furthering the conservation, restoration, development and management of natural resources in watershed(s) 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. Members of the Authority are appointed as representatives by the Participating Municipalities and are effectively directors also of the Authority representing of the City of St. Thomas, the Municipality of Central Elgin, the Townships of Malahide and South-West Oxford, and the Town of Aylmer.

## **Vision/Mission**

Vision: "The Catfish Creek Conservation Authority's Vision is one of harmony between the social and ecological needs of the watershed for present and future generations."

Mission: "To communicate and deliver resource management services and programs in order to achieve social and ecological harmony for the watershed".

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 determine programs and services whereby the natural resources of the watershed may be conserved, restored, developed and managed;
- (b) for any purpose necessary to any project under consideration or undertaken by the Authority, to enter into and upon any land 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 and to expropriate 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) to charge fees for services approved by the Minister;

Note: On a day to be named by proclamation of the Lieutenant Governor, clause 21 (m. 1) of the Act is repealed. (See: 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;
- (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) to cause research to be done;
- (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 Catfish 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.

**"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 and effectively 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 and effectively act as directors as specified in the *Ontario Not-For-Profit Corporations Act* (ONCA).

**"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 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 General Manager 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 interest 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 Catfish Creek Conservation Authority may 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 (4) years at the discretion of the appointing municipal council; 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 General Manager / 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 model, the powers of the General Membership include but are not limited to:

- 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
- Appointing a General Manager / Secretary-Treasurer and approving the creation of any new permanent positions;
- Discipline, terminate, or dismiss any permanent staff;
- Approving establishing and implementing regulations, policies and programs;
- Awarding contracts or agreements where the approval of the Authority is required under the Authority 's purchasing policy.;
- Conducting an annual performance review for the General Manager / Secretary-Treasurer;
- Conducting Hearings in accordance with Section 28(3) for regulations passed pursuant to Section 28(1) of the Conservation Authorities Act;
- Approving the Annual Budget and General Levies;
- Approving and authorizing payment of all accounts;
- Approving by resolution, any new capital project of the Authority;
- Approving by resolution, the method of financing any new capital projects;
- Approving details on budget allocations on any new or existing capital projects;
- Receiving and approving the Audited Financial Statements and the Annual Report for the preceding year;
- Authorizing the borrowing of funds on the promissory note of the Authority in accordance with subsection 3(5) of the Act;
- Approving by resolution, any proposed expropriation of land or disposition of land, subject to the requirements under the Act ;
- 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 General Manager / Secretary-Treasurer or the Resource Planning Coordinator consistent with Ontario Regulation 146/06;
- 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 Mining and Lands 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 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 with a view to 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.

Members are responsible for:

- Attending all meetings of the Authority;
- Understanding the purpose, function and responsibilities of the Authority;
- Being familiar with the Authority's statutory and other legal obligations;
- 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
- Not-For-Profit Corporations Act 2010

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. 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 Manager / Secretary-Treasurer shall 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 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;
- Be “ex-officio”, a Member of all Advisory Committees;
- 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;
- 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 Advisory Committees or designates an acting staff member 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;
- Fulfills the requirements of the Secretary-Treasurer as defined in the Act;
- Is the custodian of the Corporate Seal;
- Acts as the Authority's Freedom of Information and Privacy Coordinator;
- Acts as the Authority's Flood Coordinator;
- Represents Management on the Authority's Health and Safety Committee.

**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 up to three (3) 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 Vice-Chair shall be held at the first meeting held each year (Annual General Meeting) 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 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 by resolution for the coming year at the Annual General Meeting 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 for the coming 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 for the coming 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 at the Annual General Meeting for the previous 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 60 days of receiving the Auditors 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 Signing Officers of the Authority shall be the Chair, Vice-Chair, and General Manager / Secretary-Treasurer. Any two of the aforementioned Officers are designated and empowered to sign on behalf of the Authority.
- All deeds, transfers, assignments, contracts and obligations entered into by the Authority must be signed by the General Manager / Secretary-Treasurer and either the Chair or the Vice-Chair of the Authority. These Signing Officers are empowered to sign such documents as are necessary for works approved by the Authority.
- For the above purposes, the Signing Officers are empowered to arrange for the borrowing by way of promissory note of the funds necessary for the approved projects and programs of the Authority.
- All cheques must be signed by the General Manager / Secretary-Treasurer and either the Chair or the Vice-Chair of the Authority.
- The Financial Services Coordinator is designated and empowered with signing authority for payroll items and utility accounts by resolution, plus one of the above noted Officers.
- Notwithstanding any provision herein to the contrary, the General Manager / Secretary-Treasurer and/or Chair being appointed as Officers by the Authority under clause 28(1)(d) of the Conservation Authorities Act, are hereby designated and empowered to approve and sign, on behalf of the Authority any written permission required by any regulation made under clause 28(1)(b) or (f) of the said Act.

## **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.

**Each Advisory Committee appointed by the Authority:**

- Shall consider and recommend details and actions on programs, projects, etc. within the terms of reference of the Committee;
- All five (5) Members of the General Membership are appointed to each Committee;
- The Authority Chair and Vice-Chair will recommend the Chairs of the respective Committees;
- The Committees are advisory in nature and do not themselves have the power to act unless otherwise directed by the General Membership in the form of a resolution.
- The current list of standing Advisory Committees includes Personnel / Finance, Land Management, and Health and Safety. This list may be amended from time to time.

**a) Personnel / Finance Committee**

*General Terms Of Reference*

To initiate, study, report on and recommend to the General Membership matters of a Financial and Personnel nature.

*Specific Terms Of Reference*

**a) Financial**

- Review the Authority Purchasing Policy and Procedures at least once a year.
- Introduce new financial policies and procedures for inclusion in the appropriate Authority documents.
- Review the Authority preliminary and final budgets.
- Review and recommendation of the Auditor's Report and Financial Statement.



- Review any Provincial Auditor's Statements and Reports.
  - Dealing with any financial-related matters of the Authority.
- b) Personnel
- Review the Authority Personnel Policy and Regulations at least once a year prior to the preliminary budget being submitted.
  - Discuss salaries, benefits and job appraisals with Authority staff in accordance with the Personnel Policy.
  - Conduct Authority-related business if so directed by the General Membership through the appropriate resolution.
  - Implement the necessary procedures to fill vacated permanent staff positions.
  - Deal with any personnel-related issues and concerns that may arise.
  - Formalize new policies and procedures for inclusion in the Authority Personnel Policy.
  - Review the per diem, Chairperson's Honorarium and mileage rates.

*Composition*

Consists of five Members, including the Chair of the Authority.

c) Land Management Committee  
*General Terms Of Reference*

To develop and ensure the effective and efficient implementation of a program designed to achieve the Conservation Authority's objectives under the program areas of Recreation, Forestry, Fish and Wildlife and Cultural and Historical Resources.

*Specific Terms Of Reference*

- Review the operations of the various Conservation Areas as required.
- Formalize new rules, regulations and policies for the Conservation Areas for recommendation to the General Membership.
- Discuss possible outdoor recreation capital development projects for consideration in the Authority's budget deliberations.
- Review the Springwater C.A. campground and day-use fee schedules each year for implementation in the upcoming season.
- Discuss any outstanding issues, concerns, complaints, appeals, etc. that cannot be resolved between staff and the patrons of the Springwater C.A..

- Oversee the preparation of Master, Site, and Management Plans for Conservation Authority properties and ensure the management of these properties is consistent with the Authority's objectives.
- Promote outdoor recreation on Authority properties and generally within the Authority's area of jurisdiction.
- Participate in joint planning with concerned agencies and member municipalities aimed at managing recreation, forest, wildlife and cultural and historical resources within the Authority's area of jurisdiction.
- Review long-term strategies for the development and related marketing of specific recreational oriented facilities in Conservation Areas.
- Review and recommend program plans for fisheries, wildlife, and forestry management projects on Authority-owned lands.

*Composition*

Consists of five Members, including the Chair of the Authority.

d) Health and Safety Committee  
*General Terms Of Reference*

- To implement the Authority Health and Safety Policy  
*Specific Terms Of Reference*
- Create and promote an interest in safety among the work forces.
- Provide an opportunity for group discussions on accident prevention.
- Make health and safety recommendations to the employer.
- Inspect the workplace.
- Investigate serious accidents or injury.
- Act on behalf of the employees during refusal to work situations under the Occupational Health and Safety Act.
- *Composition*, Consists of one member from Management and two members from staff.

**16. Remuneration of Members**

All Members are paid a per diem and travel allowance (per kilometre) for attendance at meetings that deal with Authority business. The rates for per diems and mileage shall be consistent with Canada Revenue Agency guidelines. If a Member attends more than one meeting per day they are entitled to an additional \$10.00 per meeting.

The Authority Chairperson will be paid an Annual Honorarium as compensation for their additional responsibilities.

Per diems and travel reimbursement for all General Membership, Advisory, Committee and Special meetings are paid annually in December. An attendance sheet is circulated at each meeting and Members MUST sign in and record their mileage to ensure payment is received.

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

Renumeration by 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:

- Minutes of all meetings of the Authority, including registries of statements of interests in accordance with the *Municipal Conflict of Interest Act*;
- Assets, liabilities, receipts and disbursements of the Authority and Financial Statements and Reports of the Auditors;
- Human Resources Files for all employees and Members as applicable;
- Workplace Health and Safety documents including workplace inspections, workplace accidents, investigations, etc.;
- Electronic Communications including emails;
- Contracts and Agreements entered into by the Authority;
- Strategic Plans and other documents providing organizational direction;
- Projects of the Authority;
- Technical Studies and data gathered in support of Programs of the Authority;
- Legal Proceedings involving the Authority;
- 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 available to the public as required pursuant to the Municipal Freedom of Information and Protection of Personal Privacy Act (MFIPPA) and further to O.Regulation 400/22 Information Requirements.

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 every three (3) years to ensure best management practices in governance are being followed.

## **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. As a minimum, the procedure for enforcement should include:

- 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 or the appointing Minister shall be notified of the outcome of the investigation.

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

The Catfish Creek Conservation Authority shall maintain a liability insurance policy for Directors/ Officers and 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 procedures 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.

### **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, Bourinot's Rules of Order or other generally accepted rules of procedure will be followed.

### **2. Notice of Meeting**

The General Membership shall approve a schedule for regular meetings in advance. The General Manager / Secretary-Treasurer shall send Notice of regular meetings to all Members at least five (5) 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.

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 General Manager / Secretary-Treasurer in advance of the meeting where it is to be dealt with seven (7) calendar days if it is to be included in the published agenda, or four (4) calendar days 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 three (3) 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 General Manager / Secretary-Treasurer may, by notice in writing or email delivered to the Members so as to be received by them at least 24 hours before the hour appointed for the meeting, postpone or cancel any meeting of an Advisory Committee or other Committee until the next scheduled date for the specific Committee affected.

The Chair or the General Manager / 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 the 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 General Manager / 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:

- Call to Order
- Adoption of Agenda
- Disclosure of Conflict of Interest and/or Pecuniary Interest
- Disclosure of Intention to Audio / Video Record Meeting
- Adoption of Minutes
- Business Arising from Minutes
- Public / Special Delegations
- Reports
- General Manager / Secretary-Treasurer's Report
- Unfinished Business
- Chairperson's / Board Member's Report
- Notice of Motions / New Business
- Correspondence
- Committee of the Whole
- Next Meeting / 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 (5) 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 (per s16(2) CAA). At any Advisory or Committee meeting, a quorum consists of a simple majority of the Members appointed to that Committee by the General Membership. NOTE: 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 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 Member shall be recognized by the Chair prior to speaking;



- 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;
- All questions and points of discussion shall be directed through the Chair;
- Where a motion is presented, it shall be moved and seconded before debate;
- 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;
- No Member shall speak more than five (5) minutes without leave of the Chair;
- Any Member may ask a question of the previous speaker through the Chair;
- 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;
- 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;
- When a motion is under consideration, only one amendment is permitted at a time.

#### **8. Matters of Precedence**

Any matters of precedence over the usual order of business will be referred to Roberts or Bourinot's Rules of Order.

#### **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 General Manager / Secretary-Treasurer such correspondence prior to the start of the meeting. The correspondence shall be read aloud by the General Manager / Secretary-Treasurer without comment or explanations.

#### **10. Electronic Participation**

All Members can participate in a meeting that is open or closed to the public by telephonic or other electronic means that permits all participants to communicate adequately with each other during the meeting. A Member participating in a meeting electronically shall be counted in determining quorum at any point in time.

NOTE:ONCA default is that members can participate electronically if all of the directors of the corporation consent.

Electronic meetings must follow/accommodate all Section C. Meeting Procedures identified in this by-law, or in the case of Hearings, APPENDIX 5 - HEARING PROCEDURES.

For open electronic meetings, the public must be able to participate in the meeting electronically and be able to hear and see all Members 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 General Manager / 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 10 calendar 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 a majority 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 first General Membership meeting of each year will be the Annual General Meeting. The Agenda shall include:

- The introduction of the new Members
- The election of a Chair and Vice-Chair(s)
- The presentation of the Auditor's Report
- The appointment of an Auditor qualified under Section (39) of the Conservation Authorities Act
- The appointment of a Solicitor
- The naming of a bank with which the Authority will conduct its financial business during the current fiscal year

- The adoption of a Borrowing Resolution and designation of Signing Officers for the upcoming year
- Presentation and adoption of the Annual Report
- Presentation of the Conservation Award
- Presentation of the Student Scholarship Award

### **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:

- The security of the property of the Authority;
- Personal matters about an identifiable individual, including employees of the Authority;
- A proposed or pending acquisition or disposition of land by the Authority;
- Labour relations or employee negotiations;
- Litigation or potential litigation, including matters before administrative tribunals (e.g. Local Planning Appeal Tribunal), affecting the Authority;
- Advice that is subject to solicitor-client privilege;
- A matter in respect of which the General Membership, Executive Committee, Advisory Committee or other body may hold a closed meeting under another act;
- information explicitly supplied in confidence to the Authority by Canada, a province or territory or a Crown agency of any of them;
- 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;
- a trade secret or scientific, technical, commercial or financial information that belongs to the Authority and has monetary value or potential monetary value; or
- 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:

- the meeting meets the criteria outlined in this by-law to be closed to the public; and
- 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 General Manager / 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:

- the meeting is held for the purpose of educating or training the Members, and
- 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:

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

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.

In 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, 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 General Manager / Secretary-Treasurer shall record each vote.

At the meeting of the Authority at which the Non-Matching Levy is to be approved, the General Manager / Secretary-Treasurer shall conduct the vote to approve of 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, or Advisory Committee meeting may be given to the General Manager / Secretary-Treasurer by any Member of the Authority not less than seven (7) business days prior to the date and time of the meeting and shall be forthwith placed on the agenda of the next meeting. The General Manager / Secretary-Treasurer shall include such notice of motion in full in the agenda for the meeting concerned.

Recommendations included in reports of Advisory Committees 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 motion or other business for the consideration of an appropriate Advisory 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 either a majority or two-thirds 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 he/she presides, to:

- 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;
- Ensure that the public in attendance does not in any way interfere or disrupt the proceedings of the Members;
- 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;
- Announce the results of the vote on any motions so presented;
- 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:

- 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;
- Leave their seat or make any noise or disturbance while a vote is being taken or until the result is declared;
- Interrupt a Member while speaking, except to raise a point of order or a question of privilege;
- Speak disrespectfully or use offensive words against the Authority, the Members, staff, or any member of the public;
- Speak beyond the question(s) under debate;
- 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 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 General Manager / 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 General Manager / Secretary-Treasurer and copies of all non-confidential minutes shall be posted on the Authority's website. Such minutes 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.

## **20. 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:

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

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

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

During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.0.1 of

the Emergency Management and Civil Protection Act, that may prevent the General Membership from meeting in person, any hearing or appeal dealt with in this By-law may be conducted electronically with provisions for applicants and their agents to participate if the Authority decides to hold any such hearing or appeal.



**D. Approval of By-Law and Revocation of Previous By-Law(s)**

Motion number \_\_\_\_\_ is hereby repealed;

Motion number \_\_ shall come into force on the 21st day of April , 2023

Signed:

\_\_\_\_\_

Chair

\_\_\_\_\_

General Manager / Secretary-Treasurer

## **E. Appendices to the Administrative By-law**

### **Appendix 1- Code of Conduct**

The Board supports the General Manager / Secretary-Treasurer in the conduct of his/her duties.

The Board supports continuous professional development of the General Manager / Secretary-Treasurer.

The Board commits itself and its Directors to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board Directors.

- a) Directors must have loyalty to the ownership, un-conflicted by loyalties to other organizations or any personal interest.
- b) Directors must avoid conflict of interest with respect to their fiduciary responsibility.
  - i. There must be no self-dealing or business by a Director with another organization. Directors must disclose their involvements with other organizations, vendors, or any associations that might be, or might reasonably be seen as, being a conflict.
  - ii. When the Board is to decide upon an issue about which a Director has an unavoidable conflict of interest that Director will withdraw without comment not only from the vote, but also from the deliberation.
  - iii. Directors considering application for staff' positions will remove themselves from Board functions at the time their interest is declared and then resign from the Board at the time the offer of employment is accepted.
- c) Directors do not exercise individual authority. Directors' interactions with the General Manager / Secretary-Treasurer or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized. Directors' interactions with public, press, or other entities also must recognize the same limitation and the inability of any Director to speak for the Board except regarding explicitly-stated Board decisions.
- d) Except for participation in Board deliberation about whether the General Manager / Secretary-Treasurer has achieved any reasonable interpretation of Board policy,

Directors will not express individual judgments of performance of employees or the General Manager / Secretary-Treasurer.

- e) Directors respect all matters of confidentiality. Directors will not reveal any confidential information they learn during the performance of their duties to anyone not present at Board meetings. Breaches of confidentiality will be addressed with appropriate sanctions, including potential dismissal from the Board.
- f) Directors are properly prepared for Board deliberation.
- g) Directors support approved decisions of the Board on any matter, irrespective of the Directors' personal positions on the issue. All Directors support all Board decisions when outside of the Boardroom. The Board speaks with one voice. Board Directors report only results of Board decisions to the media. Breaches of this policy will be addressed with appropriate sanctions, including potential dismissal from the Board.
- h) Directors make attendance a priority. A Board Director is considered to have resigned if he/she is absent from three (3) consecutive meetings or five (5) meetings in a year. The Board Chair will notify the appointing municipality when this situation arises.
- i) The dress code for all Board meetings is 'business casual.'
- j) Directors must review, agree to, and sign a 'Code of Conduct Agreement' as part of their Board Orientation. (A copy of the Code of Conduct Agreement is provided in Appendix A.)

### **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 :

- Human Resources matters;
- Information about suppliers provided for evaluation that might be useful to other suppliers;
- Matters relating to the legal affairs of the Authority;
- 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;
- Sources of complaints where the identity of the complainant is given in confidence;
- Items under negotiation;
- Schedules of prices in tenders or requests for proposals;
- Appraised or estimated values with respect to the Authority's proposed property acquisitions or dispositions;
- Information deemed to be "personal information" under MFIPPA. The list above is provided for example and is not exhaustive.

### **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.

### **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 .

### **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.

## **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.

## **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*.

## **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.

## **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*.

## **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 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 General Manager / 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 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 the 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;
- 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 CCCA's 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 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, or Advisory 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, or Advisory Committee, as the case may be.

### **6B. Registry Maintained for public Inspection**

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 should 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 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, 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) I WILL BE CONDUCTING THE ELECTIONS FOR THE POSITIONS OF Chairperson AND VICE-Chairperson
- 2) ONLY CURRENT MEMBERS MAY VOTE.
- 3) NOMINATIONS WILL BE CALLED THREE (3) TIMES AND WILL ONLY REQUIRE A "MOVER".
- 4) THE CLOSING OF NOMINATIONS WILL REQUIRE BOTH A "MOVER" AND A "SECONDER".
- 5) IN THE EVENT OF AN ELECTION, EACH NOMINEE WILL BE PERMITTED THREE (3) MINUTES TO SPEAK FOR THE OFFICE, IN THE SAME ORDER AS THEY WERE NOMINATED.
- 6) ARE THERE ANY QUESTIONS?
- 7) AT THIS POINT I DECLARE ALL OFFICES VACANT.

I CALL FOR A MOTION THAT \_\_\_\_\_ AND  
\_\_\_\_\_ BE APPOINTED AS SCRUTINEERS IN THE  
EVENT OF AN ELECTION, AND THAT ALL BALLOTS BE DESTROYED BY THE  
SCRUTINEERS AFTERWARDS.  
MOVED: \_\_\_\_\_ SECONDED: \_\_\_\_\_

ALL IN FAVOUR: \_\_\_\_\_ OPPOSED: \_\_\_\_\_  
I DECLARE THE MOTION CARRIED.

AT THIS TIME I CALL FOR NOMINATIONS FOR THE POSITION OF Chairperson FOR  
THE CATFISH CREEK CONSERVATION AUTHORITY FOR \_\_\_\_\_ (current year) .

MOVED: \_\_\_\_\_ Name (1) \_\_\_\_\_  
FOR A SECOND TIME, ARE THERE ANY NOMINATIONS?  
MOVED: \_\_\_\_\_ Name (2) \_\_\_\_\_  
FOR A THIRD AND FINAL TIME, ARE THERE ANY NOMINATIONS?  
MOVED: \_\_\_\_\_ Name (3) \_\_\_\_\_  
I CALL FOR A MOTION TO CLOSE NOMINATIONS.  
MOVED: \_\_\_\_\_ SECONDED: \_\_\_\_\_

ALL IN FAVOUR: \_\_\_\_\_  
OPPOSED: \_\_\_\_\_  
I DECLARE THE MOTION CARRIED.

MR./MRS. \_\_\_\_\_ Name (1) \_\_\_\_\_ WILL YOU ALLOW YOUR NAME TO  
STAND FOR THE POSITION OF Chairperson OF THE CATFISH CREEK  
CONSERVATION AUTHORITY?

MR./MRS. \_\_\_\_\_ Name (2) \_\_\_\_\_ WILL YOU ALLOW YOUR NAME TO  
STAND FOR THE POSITION OF Chairperson OF THE CATFISH CREEK  
CONSERVATION AUTHORITY?

(IF A 3RD NOMINEE - REPEAT STEP 3A)

MR./MRS. \_\_\_\_\_ Name (1) \_\_\_\_\_ WOULD YOU LIKE TO MAKE ANY  
REMARKS PRIOR TO THE ELECTION?

MR./MRS. \_\_\_\_\_ Name (2) \_\_\_\_\_ WOULD YOU LIKE TO MAKE ANY  
REMARKS PRIOR TO THE ELECTION?

WOULD THE SCRUTINEERS PLEASE PASS OUT THE BALLOTS.

- 4) I DECLARE \_\_\_\_\_ ELECTED (BY ACCLAMATION)  
AS Chairperson OF THE CATFISH CREEK CONSERVATION AUTHORITY FOR  
\_\_\_\_ (current year) .  
CONGRATULATIONS ( \_\_\_\_\_ ) WOULD YOU LIKE TO SAY A  
FEW WORDS?
- 5) I NOW CALL FOR THE NOMINATIONS FOR THE POSITION OF VICE-  
Chairperson OF THE CATFISH CREEK CONSERVATION AUTHORITY FOR  
\_\_\_\_ (current year)  
MOVED: \_\_\_\_\_ Name (1) \_\_\_\_\_  
FOR A SECOND TIME ARE THERE ANY NOMINATIONS?  
MOVED: \_\_\_\_\_ Name (2) \_\_\_\_\_  
FOR A THIRD AND FINAL TIME, ARE THERE ANY NOMINATIONS?  
MOVED: \_\_\_\_\_ Name (3) \_\_\_\_\_  
I CALL A MOTION TO CLOSE NOMINATIONS.  
MOVED: \_\_\_\_\_ SECONDED: \_\_\_\_\_  
ALL IN FAVOUR:  
OPPOSED:  
I DECLARE THE MOTION CARRIED.
- 6) MR./MRS. \_\_\_\_\_ Name (1) \_\_\_\_\_ WILL YOU ALLOW YOUR NAME TO  
STAND FOR THE POSITION OF VICE-Chairperson OF THE CATFISH CREEK  
CONSERVATION AUTHORITY?  
MR./MRS. \_\_\_\_\_ Name (2) \_\_\_\_\_ WILL YOU ALLOW YOUR NAME TO  
STAND FOR THE POSITION OF VICE-Chairperson OF THE CATFISH CREEK  
CONSERVATION AUTHORITY?  
(IF A 3RD NOMINEE - REPEAT STEP 3A)
- MR./MRS. \_\_\_\_\_ Name (1) \_\_\_\_\_ WOULD YOU LIKE TO MAKE ANY  
REMARKS PRIOR TO THE ELECTION?  
MR./MRS. \_\_\_\_\_ Name (2) \_\_\_\_\_ WOULD YOU LIKE TO MAKE ANY  
REMARKS PRIOR TO THE ELECTION?  
WOULD THE SCRUTINEERS PLEASE PASS OUT THE BALLOTS.
- 7) I DECLARE \_\_\_\_\_ ELECTED (BY ACCLAMATION) AS VICE-  
Chairperson OF THE CATFISH CREEK CONSERVATION AUTHORITY FOR  
\_\_\_\_ (current year)  
CONGRATULATIONS ( \_\_\_\_\_ ) WOULD YOU LIKE TO SAY A  
FEW WORDS.
- I WILL NOW VACATE THE CHAIR.

## APPENDIX 4 – Checklist for Compliance with Section 19.1

<p><b>Proposed Conservation Authorities Act Section 19.1(1)</b></p> <p><b>An authority may make by-laws:</b></p>	<p><b>Template By-law</b></p>
<p>(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</p>	<p><u>Part II Administrative By-law, Section C - Meeting Procedures</u></p> <p><b>1. Rules of Procedure</b></p> <p><b>2. Notice of Meeting</b></p> <p><b>13. Meetings with Closed "In Camera" Sessions</b></p>
<p>(b) prescribing the powers and duties of the secretary-treasurer;</p>	<p><u>Part II Administrative By-law, Section B - Governance</u></p> <p><b>2. Officers</b></p>
<p>(c) designating and empowering officers to sign contracts, agreements and other documents on behalf of the authority;</p>	<p><u>Part II Administrative By-law, Section B - Governance</u></p> <p><b>1(c) Powers of the General Membership</b></p> <p><b>2. Officers</b></p> <p><b>13. Signing Officers</b></p>
<p>(d) delegating all or any of its powers to the executive committee except,</p> <ul style="list-style-type: none"> <li>i. the termination of the services of the 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>	<p><u>Part II Administrative By-law, Section B - Governance</u></p> <p><b>1(c) Powers of the General Membership</b></p> <p><b>2. Officers</b></p>
<p>(e) providing for the composition of its executive committee and for the establishment of other committees that it considers advisable and respecting any</p>	

other matters relating to its governance;

(2) of a by-law relating to its governance;

**14. Executive Committee**

Part II Administrative By-law, Section B -  
Governance

**1(c) Powers of the General Membership**

<b>APPENDIX 5 - HEARING PROCEDURES</b> (2) If a by-law made by an authority	<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, (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;	<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>  <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</b> <b>Sections 19.1 (2), (3) and (4)</b>	<b>Template By-law</b>
Conflict with other laws	