

Saugeen Valley Conservation Authority

ADMINISTRATIVE BY-LAWS



Prepared October 16, 2018

Amended Last: February 17, 2022

I. SVCA By-Laws - Amendments

1. November 11, 2019

a. Section II-B-13 - *Executive Committee*

Amendment to Administrative Review proceedings to allow the Executive Committee to conduct such meetings. Since the full Authority continues to be responsible to make Administrative Review decisions, all Board members will continue to be invited to participate and will have full voting privileges. A majority of the Executive Committee must be present to constitute a quorum.

Motion G19-77

WHEREAS the Authority members delegated responsibility for Administrative Reviews to the Executive Committee at the October 3, 2019 Authority meeting; and WHEREAS the Administrative Review proceedings are to be open to all available Board members, that a majority of the Executive Committee must be present to constitute the meeting, and that all members present have voting privileges; THAT the following wording be added to Section 13 [Executive Committee] of the SVCA Administrative By-Laws: ...the Executive Committee is empowered to: “f. Hold administrative reviews with respect to the completeness of a S28 permit application and that such review be open to attendance by all Authority members and that all Authority members present have voting privileges and that a majority of Executive Committee members must be present to constitute a meeting. Any motions subjected to a vote require a majority of those members present and voting.”

2. April 2, 2020

a. Section II-C-*Meeting Procedures*

Amendment to enable electronic meetings and suspends restrictions that prohibit the Board from meeting electronically until either the State of Emergency has been lifted by the Province of Ontario, and/or the Board has the opportunity to review and revise the Bylaw to address all changes, especially with regard to keeping the meetings open to the public.

Motion G20-33

That Saugeen Valley Conservation Authority adopt the following changes to their Administrative By-Laws amended November 11, 2019: a) That on Page 18 Sec. C. Meeting Procedures Item 1. Rules of Procedure become Item 1A. Rules of Procedure, b) That on Page 18 Sec. C Item 1B. Declared State of Emergency be inserted before Item 2. Notice of Meeting c) That the details of Sec. C Item 1B. be as follows:
During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.0.1 of the Emergency Management and Civil Protection Act, that may prevent the General Membership from meeting in person, a Member may participate in meetings electronically and shall have the ability to:
a) register a vote;

- b) be counted towards determining quorum; and
- c) participate in meetings closed to the public.

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

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

During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.0.1 of the Emergency Management and Civil Protection Act, that may prevent the General Membership from meeting in person, any hearing or appeal dealt with in this By-law may be conducted electronically with provisions for applicants and their agents to participate if the Authority decides to hold any such hearing or appeal. And further, that in recognition of the timing of these materials being received relative to the meetings of April 2nd, 2020, that in lieu of conducting the meetings in public we make the recording of the meeting available on our website hereafter,

And further, that provision be made to make future meetings accessible to the public through suitable technology, and these means be communicated through the SVCA website when meeting notices and agendas are posted,

And that staff be directed to review the Administrative By-laws to bring to the Board any further amendments as may be prudent based on our lessons learned to a future meeting of the Authority.

3. August 6, 2020

- a. Section II-B-2c, *General Manager/Secretary-Treasurer*

The following item was added:

“-Serves as an Officer for the Saugeen Valley Conservation Foundation.” This addition was due to the change in the SVCF By-laws, updated July 9, 2020, adding the GM/S-T as an Officer of the Foundation.

- b. Section II-B-8, *Appointment of Solicitor*

The following phrase was added: “...for the coming year...”. Each year the Authority appoints a solicitor by resolution. This phrase adds clarity.

c. Section II-B-13, *Executive Committee*

Changes clarify that an additional Member is included as an Executive Committee Member with all the rights and privileges, i.e., voting. The additional Member is invited by the Chair prior to the meeting to fully participate.

d. Section II-C-2, *Meeting Procedures, Electronic Meetings and Conference Calls*

This section has been re-worked to allow remote meetings at the discretion of the Chair as well as during a State of Emergency. Section C-11, *Electronic Participation* was deleted since it becomes redundant with this proposed change.

Reasons to hold a remote meeting may include but not be limited to snowstorms/road closures or when a quorum cannot be attained for an in-person meeting. Staff recommends that if an in-person meeting is called by the Chair, then Members that are unable to attend in person are considered absent, and if they do connect electronically, they are not considered part of the quorum count.

A section on Conference calls was added to limit telephone calls to Committee meetings only.

e. Section II-C-3, *Notice of Meeting*

The sentence, "The Chair may alternately request that the meeting be held remotely." was added for consistency with Section C-2.

f. Section II-C-10, *Members' Attendance*

In the previous SVCA Administration Resolutions, the GM/S-T was directed to advise a municipality if the representative Member had missed 3 meetings in a row, regardless of notification, and if a Member misses 3 meetings without notification, then the Member has considered to have resigned. This directive was not included in the new Administrative By-laws. Staff recommends that both items be re-included as amendments to the current Administrative By-laws.

g. Section II- C14, *Voting*

The words, "...including Authority, Committee, and ad hoc meetings..." has been added for clarity.

Motion G20-78

THAT the recommended amendments to the SVCA Administrative By-laws be approved; and further

THAT staff continue to review the Administrative By-laws and present any further proposed amendments to the Authority at the next Annual meeting.

4. February 17, 2022

Various amendments were made to reflect recent changes to the *Conservation Authorities Act* (CA Act).

a. Section II Administrative By-Law Introduction

It was noted that an additional member may be appointed to the Authority by the Minister as a representative from the agricultural sector.

b. Section II – A Definitions

The word and definition for “Minister” was added.

Under “Officer”, Manager of Accounting was changed to Manager of Corporate Services.

c. Section II – B-1a Appointments

The *CA Act* requires that participating municipalities must ensure that at least 70 percent of its appointees are selected from the Members of municipal council or apply for permission to appoint less than 70 percent. A paragraph was added to reflect this requirement.

d. Section II – B-4 Maximum Term for Chair and Vice-Chair(s)

The *CA Act* stipulates the Authority Chair and Vice-Chair may hold office for a term of one year and shall not serve for more than two consecutive terms unless permitted by the Minister.

e. Section II – B-6 Election of Chair and Vice-Chairs

A paragraph was added to note that successors in the Chair and Vice-Chair position must be from a different participating municipality than the incumbent unless permitted by the Minister.

f. Section II – B-10 Financial Statements and Report of the Auditor

According to amendments in the *CA Act*, an Auditor must be licensed under the *Public Accounting Act, 2004* and be 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. Audited statements must be available to the public and posted to the Authority’s website within 60 days of receiving the report.

g. Section II – B-20 By-laws Available to Public

This paragraph was amended to include the requirement to post the Authority By-laws on the website and be available for review by any member of the public at the Administration office or provided in an alternative format as requested in accordance with the *Accessibility for Ontarians with Disabilities Act*.

h. Section II – C Meeting Procedures

When the Executive Committee sits as a Hearing Board, it will meet the requirements of the *Statutory Powers and Procedures Act (SPPS)*.

i. Section II – C-5 Agenda for Meetings

Agendas for committee meetings shall be made available to committee members no later than 48 hours in advance of the meeting.

j. Section II – C-14 Voting

A paragraph was added to clarify that a Member appointed by the Minister as a representative of the agriculture sector cannot vote on a resolution to enlarge the Authority’s area of jurisdiction or a

resolution to amalgamate the Authority with another conservation authority, neither can they vote to dissolve the Authority or vote on a resolution related to any budgetary matter.

The method of taking a recorded vote was amended such that the Member that requests the vote be recorded shall vote first and thereafter alphabetically by surname.

k. Section II – C-19 Minutes of Meetings

The CA Act requires Minutes of the Authority meetings be made available on the Authority website within 30 days of the meeting.

l. Appendix 2- 7 – Breach of Conflict of Interest Policy

A paragraph was added to include procedures for a member of the public or a municipality that alleges a Member has breached the Conflict of Interest Policy.

Motion #G22-25

WHEREAS a number of governance-related clauses were proclaimed in the Conservation Authorities Act, including some amendments which were included in schedule 6 of Bill 229, the Protect, Support and Recover from COVID-19 Act (Budget Measures);

AND WHEREAS undertaking these amendments is a key action identified under the Conservation Ontario Governance Accountability and Transparency Initiative;

BE IT RESOLVED THAT the proposed amendments to the Saugeen Valley Conservation Authority By-Laws be endorsed, and further

THAT staff investigate the establishment of a hybrid participation model for all meetings and report back to the Board; and further

THAT staff reword the clauses with respect to meeting procedures for recorded votes and committee agenda circulation, and report back at the same time.

SAUGEEN VALLEY CONSERVATION AUTHORITY

Administrative By-Laws

II. Contents

I. SVCA By-Laws - Amendments	2
I. Background	9
A. Amendments to the Conservation Authorities Act	9
II. Administrative By-Law	12
Introduction	12
Vision/Mission	12
A. Definitions.....	14
B. Governance.....	15
1. Members	15
2. Officers.....	17
3. Absence of Chair and Vice-Chair(s)	18
4. Maximum Term for Chair and Vice-Chair(s)	19
5. Representatives to Conservation Ontario Council	19
6. Election of Chair and Vice-Chairs	19
7. Appointment of Auditor	19
8. Appointment of Financial Institution	19
9. Appointment of Solicitor.....	19
10. Financial Statements and Report of the Auditor	19
11. Borrowing Resolution.....	20
12. Levy Notice.....	20
13. Signing Officers	20
14. Executive Committee	20
15. Advisory Boards and Other Committees	21
16. Remuneration of Members.....	21
17. Records Retention.....	22
18. Records Available to Public	22

- 19. By-law Review 22
- 20. By-laws Available to Public..... 22
- 21. Enforcement of By-laws and Policies 22
- 22. Indemnification of Members, Officers and Employees 23
- C. Meeting Procedures..... 24
 - 1. Rules of Procedure 24
 - 2. Electronic Meetings and Conference Calls 24
 - 3. Notice of Meeting 25
 - 4. Meetings Open to Public..... 26
 - 5. Agenda for Meetings..... 26
 - 6. Quorum..... 27
 - 7. Order of Business 27
 - 8. Debate..... 27
 - 9. Matters of Precedence..... 28
 - 10. Members’ Attendance 28
 - 11. Delegations 28
 - 12. Annual Meeting..... 29
 - 13. Meetings with Closed “In Camera” Sessions 29
 - 14. Voting..... 30
 - 15. Notice of Motion 31
 - 16. Motion to Reconsider 31
 - 17. Duties of the Meeting Chair 31
 - 18. Conduct of Members 31
 - 19. Minutes of Meetings 32
- D. Appendices to the Administrative By-law 33
 - Appendix 1 - Code of Conduct 33
 - Appendix 2 - Conflict of Interest 36
 - Appendix 3 - Procedure for Election of Officers..... 38
 - Appendix 4 – Powers of Authorities..... 40

I. Background

A. Amendments to the Conservation Authorities Act

The *Conservation Authorities Act*, as amended by the *Building Better Communities and Conserving Watersheds Act, 2017* and again in 2019, provides direction for conservation authorities to make such by-laws as are required for its proper administration. The new bylaws will replace administrative regulations created under the repealed Section 30 of the Act. Current administrative bylaws will cease to be in force upon the earlier of a) December 12, 2018 (one year after Section 19.1 came into force), or b) the day the regulation is revoked by the authority.

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

By-laws

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

- (a) respecting the meetings to be held by the authority, including providing for the calling of the meetings and the procedures to be followed at meetings, specifying which meetings, if any, may be closed to the public;
- (b) prescribing the powers and duties of the Secretary-Treasurer;
- (c) designating and empowering officers to sign contracts, agreements and other documents on behalf of the authority;
- (d) delegating all or any of its powers to the Executive Committee except,
 - (i) the termination of the services of the Secretary-Treasurer,
 - (ii) the power to raise money, and
 - (iii) the power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the authority;
- (e) providing for the composition of its executive committee and for the establishment of other committees that it considers advisable and respecting any other matters relating to its governance;
- (f) respecting the roles and responsibilities of the Members of the authority and of its officers and senior staff;
- (g) requiring accountability and transparency in the administration of the authority including,
 - (i) providing for the retention of records specified in the by-laws and for making the records available to the public,
 - (ii) establishing a code of conduct for the Members of the authority, and
 - (iii) adopting conflict of interest guidelines for the Members of the authority;

- (h) respecting the management of the authority's financial affairs, including auditing and reporting on the authority's finances;
- (i) respecting the by-law review required under subsection (3) and providing for the frequency of the reviews; and
- (j) respecting such other matters as may be prescribed by regulation.

Conflict with other laws

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

Same

(6) Despite the repeal of section 30 by section 28 of Schedule 4 to the *Building Better Communities and Conserving Watersheds Act, 2017*, a regulation that was made by an authority under that section continues in force after the repeal until the earlier of,

- (a) the day that is one year after the day section 16 of Schedule 4 to the *Building Better Communities and Conserving Watersheds Act, 2017* comes into force; and
- (b) the day the regulation is revoked by the authority.

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.

II. Administrative By-Law

Introduction

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

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

Municipality of Arran-Elderslie
Municipality of Brockton
Township of Chatsworth
Municipality of Grey Highlands
Town of Hanover
Township of Howick
Township of Huron-Kinloss
Municipality of Kincardine
Town of Minto
Municipality of Morris-Turnberry
Town of Saugeen Shores
Municipality of South Bruce
Township of Southgate
Township of Wellington North
Municipality of West Grey

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

Vision/Mission

The Saugeen Valley Conservation Authority has as its vision a watershed where human needs are met in balance with the needs of the natural environment.

The Saugeen Valley Conservation Authority has as its mission to provide leadership and expertise to ensure responsible and effective stewardship programs with our municipal communities and other government partners so that future generations will experience a higher quality of life.

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) [Appendix 4].

Section 20 of the Act defines the objects of a conservation authority as follows:

Objects

20 (1) The objects of an authority are to provide, in the area over which it has jurisdiction, programs and services designed to further the conservation, restoration, development and management of natural resources other than gas, oil, coal and minerals.

A. Definitions

“Authority” means the Saugeen Valley Conservation Authority and is the assembled Members as appointed by the municipalities.

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

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

“Chief Administrative Officer” means the General Manager 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. The General Membership is also the Board of Directors of the Corporation.

“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. Members of the Authority are also the Directors of the Corporation.

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

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

“Officer” means an officer of the Authority empowered to sign contracts, agreements and other documents on behalf of the Authority in accordance with section 19.1 of the Act, which shall include the Chair, Vice-Chair(s), the General Manager/Secretary-Treasurer, and the Manager of Corporate Services.

“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 Saugeen Valley Conservation Authority may appoint Members in accordance with Section 14 of the Act.

Appointed Members must reside in a Participating Municipality within the Authority’s area of jurisdiction. Participating municipalities must ensure that at least 70 percent of its appointees are selected from among the Members of the municipal council or apply to the Minister for permission to appoint less than this percent. Additional appointees may include citizens as well as an additional Member who may be appointed by the Minister as a representative of the agricultural sector.

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

b) Term of Member Appointments

In accordance with Section 14 of the Act, a Member shall be appointed for a term of up to four years at the discretion of the appointing 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 GM/S-T 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 their discretion prior to the end of their term.

Authority Representation	Number of Members
Municipality of Arran-Elderslie	1
Municipality of Brockton	1
Township of Chatsworth	1
Municipality of Grey Highlands	1
Town of Hanover	1
Township of Huron-Kinloss	1
Municipality of Kincardine	2
Municipality of Morris-Turnberry/Municipality of South Bruce/ Township of Howick	1
Town of Saugeen Shores	2
Township of Southgate	1

Municipality of Wellington North/Town of Minto	1
Municipality of West Grey	2
	15

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 Section 1 above, the powers of the General Membership include but are not limited to:

- a) 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;
- b) Appointing a General Manager and/or Secretary-Treasurer;
- c) Terminating the services of the General Manager and/or Secretary-Treasurer;
- d) Approving establishing and implementing regulations, policies and programs;
- e) Awarding contracts or agreements where the approval of the Authority is required under the Authority’s purchasing policy;
- f) 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.
- g) Approving by resolution, any new capital project of the Authority;
- h) Approving by resolution, the method of financing any new capital projects;
- i) Approving details on budget allocations on any new or existing capital projects;
- j) Approving of the total budget for the ensuing year, and approving the levies to be paid by the Participating Municipalities;
- k) Receiving and approving the Financial Statements and Report of the Auditor for the preceding year;
- l) Authorizing the borrowing of funds on the promissory note of the Authority in accordance with subsection 3(5) of the Act;
- m) Approving by resolution, any proposed acquisition of land or disposition of land, subject to the requirements under the Act;
- n) Approving permits or refusing permission as may be required under any regulations made under Section 28 of the Act;
- o) Holding hearings required for the purpose of reviewing permit applications and advising every applicant of their right to appeal the decision to the Minister through the Ontario Land Tribunal.

d) Member Accountability

Participating Municipalities appoint Members to the Authority as their representatives. Members have the responsibilities of Directors of the corporation that is the Authority. While the administration is responsible for the day-to-day operations, the General Membership is

responsible for matters of governance, ensuring compliance with applicable legislation, and ensuring appropriate policies are in place and for financial soundness of the Authority.

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

Members are responsible for:

- a) Attending all meetings of the Authority;
- b) Understanding the purpose, function and responsibilities of the Authority;
- c) Being familiar with the Authority's statutory and other legal obligations;
- d) With the administration, set strategic direction for the Authority; and
- e) Keeping the represented municipal council informed of Authority projects, programs and activities.

e) Applicable Legislation

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

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

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

f) Relationship Between Members and Staff

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

The General Membership will ensure that a process exists for regular performance evaluations of the GM/S-T.

2. Officers

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

- a) 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;
 - Directs the General Manager/Secretary-Treasurer in the operation and administration of the Authority and, in particular, in such matters as have not been decided by regulation or by resolution of the Authority;

- Be “*ex-officio*” Member of all committees, sub-committees and *ad hoc* committees appointed from time to time by the Members of the Authority;
- Represents the Authority as a voting Member of Conservation Ontario.

b) 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;
- Represents the Authority as the first alternate voting Member of Conservation Ontario.

c) General Manager/Secretary-Treasurer

The duties of the General Manager and Secretary-Treasurer are combined and assigned to a single position, and the person will be called the General Manager/Secretary-Treasurer (GM/S-T). Responsibilities of the GM/S-T 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 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;
- Fulfills the requirements of the Secretary-Treasurer as defined in the Act;
- Develops and maintains effective relationships and ensures good communications with stakeholders, including Participating Municipalities, federal and provincial government ministries/agencies, indigenous communities, other conservation authorities, Conservation Ontario and community groups and associations;
- Is the custodian of the Corporate Seal;
- Serves as a signing officer for the Authority;
- Attends all meeting of the General Membership (and Executive Committee, if applicable);
- Represents the Authority as an alternate delegate to Conservation Ontario;
- Serves as an Officer for the Saugeen Valley Conservation Foundation; and
- Assists the Saugeen Valley Conservation Foundation in carrying out its programs, attends Foundation meetings as required, and provides input to the Foundation as requested.

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 Representatives to Conservation Ontario Council (“Council”), designated as Voting Delegate and Alternate(s). Council will consist of the Voting Delegates appointed by each member Conservation Authority. The Voting Delegate and Alternates shall be registered with Conservation Ontario annually.

6. Election of Chair and Vice-Chairs

The election of the Chair and one or more Vice-Chairs shall be at the first meeting held each year [Annual Meeting] in accordance with the Authority’s Procedure 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 for the coming year at the Annual 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.

9. Appointment of Solicitor

The General Membership shall appoint a solicitor(s) for the coming year to act as the Authority’s legal counsel by Resolution.

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 by May 31st of the following year.

The Authority shall forward copies of the Audited Financial Statements and Report of the Auditor to Participating Municipalities and Minister in accordance with Section 38 of the Act and will make

the Audited Financial Statements available to the public on the Authority's website within sixty (60) days of receiving the Auditor's Report.

11. Borrowing Resolution

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

12. Levy Notice

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

13. Signing Officers

All deeds, transfers, assignments, contracts, and obligations entered into by the Authority shall be signed by the signing officers of the Authority, as follows: any two of Chair, Vice Chair, GM/S-T, or Manager, Corporate Services.

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.

The Executive Committee will consist of 5 members including the Chair, 1st Vice Chair and 2nd Vice Chair, immediate Past Chair or Member-at-Large, and one other additional Member as appointed by the Chair prior to each meeting.

Subject to the *Conservation Authorities Act* and to any powers delegated to a committee or an ad hoc committee, the Executive Committee is empowered to:

- a) Hold hearings as required under Section 28 of the *Conservation Authorities Act* and approve or refuse applications;
 - Hearings under the Development, Interference with Wetlands and Alterations to Shorelines and Watercourses Regulation (Ontario Regulation 169/06) or any other regulations of the Authority shall be carried out separate from any regular meeting and will not form part of a regular meeting. Minutes and/or reports from a Hearing may, however, be presented at a regular meeting for information purposes. The Authority will not impose a fee on the applicant for conducting a Hearing under the Development, Interference with Wetlands and Alterations to Shorelines and Watercourses Regulation (Ontario Regulation 169/06).
- b) Consider legal matters and refer matters requiring legal interpretation and guidance to an Authority solicitor for an opinion or action;
- c) Meet at the request of the General Manager/Secretary-Treasurer to discuss personnel matters;
- d) Deal with urgent financial matters that may arise from time to time;
- e) Deal with matters regarding land disposition, acquisition, or other confidential land-related matters;
- f) Hold administrative reviews with respect to the completeness of a Section 28 permit application and that such reviews be open to attendance by all Authority members and

that all Authority members present have voting privileges and that a majority of Executive Committee members must be present to constitute a meeting. Any motions subjected to a vote require a majority of those members present and voting; and

- g) Hold a Special Executive Committee meeting called by the Chair for the purposes of the discussion of supplemental information concerning an urgent or time sensitive permit file application. The Committee may give staff direction regarding the application.

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.

The Authority may establish committees or ad hoc committees as deemed necessary to deal with short term or long-term matters concerning the operations and programs of the Authority.

Examples of current committees:

- Forestry Committee
- Property & Parks Committee
- Water Resources Committee
- Agricultural Advisory Committee

Committees make recommendations or suggestions only to the full Authority and do not have the power to commit the Authority or its finances to any project or program unless specifically delegated to do so by the full 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 General Manager/Secretary-Treasurer. In addition, an honorarium may be approved by the Authority for the Chair and Vice-chair(s) as compensation for their additional responsibilities. A single per-diem will be paid for attendance at more than one meeting if they occur consecutively on the same day.

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

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

A T4 slip will be issued for the total amount Members receive for per diem.

17. Records Retention

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

- a) Minutes of all meetings of the Authority, including registries of statements of interests in accordance with the *Municipal Conflict of Interest Act*;
- b) Assets, liabilities, receipts and disbursements of the Authority and Financial Statements and Reports of the Auditors;
- c) Human Resources files for all employees and members as applicable;
- d) Workplace Health and Safety documents including workplace inspections, workplace accidents, investigations, etc.;
- e) Electronic communications including emails;
- f) Contracts and agreements entered into by the Authority;
- g) Strategic Plans and other documents providing organizational direction;
- h) Projects of the Authority;
- i) Technical studies and data gathered in support of programs of the Authority;
- j) Legal proceedings involving the Authority;
- k) Incidents of personal injury or property damage involving the Authority and members of the public.

Such records shall be retained and protected in accordance with all applicable laws and the Records Retention Policy of the Authority as approved by the General Membership from time-to-time.

18. Records Available to Public

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

The GM/S-T shall be designated as “Head” for the purposes of conducting affairs under the *Freedom of Information and Privacy Act* and any associated regulations thereof.

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. This review will be performed at least every four years.

20. By-laws 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 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 shall be notified of the outcome of the investigation.

22. Indemnification of Members, Officers and Employees

The Authority shall maintain a liability insurance policy for Directors and Officers.

C. Meeting Procedures

The Meeting Procedures below governing the procedure of the Authority shall be observed in Executive Committee, Advisory Board, and Committee meetings, as far as they are applicable, and the words Executive Committee, Advisory Board, or Committee may be substituted for the word Authority as applicable. When the 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 Saugeen Valley Conservation Authority's Hearing Procedures (2021).

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 or other generally accepted rules of procedure shall be binding.

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

2. Electronic Meetings and Conference Calls

Members may participate in a meeting by telephonic or other electronic means during any period where an emergency has been declared to exist, or at the discretion of the Chair. All participants must be able to communicate adequately with each other during the meeting.

All Members participating in an electronic meeting shall receive a paid per diem in accordance with normal practices.

a) 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:

- i. register a vote;
- ii. be counted towards determining quorum; and
- iii. 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 access live audio/video of 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.

b) At the discretion of the Chair

The Chair may call for an Authority or Committee meeting to be held electronically for, (but not limited to) the following reasons:

- i. Inclement weather causing road closures; or
- ii. When a quorum can not be attained for an in-person meeting.

During a meeting that has been designated to be conducted as an in-person meeting, any Member unable to attend in person will be considered absent and will not be counted in determining quorum.

When a meeting is to be conducted remotely at the discretion of the Chair, all Members in attendance shall have the ability to:

- i. register a vote; and
- ii. be counted towards determining quorum.

A Closed In-Camera session should not be conducted electronically during times when no emergency has been declared to exist.

c) Conference Calls

Conference calls should be limited to committee or *ad hoc* meetings only.

3. 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 seven 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.

The chair may call a special meeting of the Authority, as necessary. 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.

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 twelve calendar days in advance of the meeting where it is to be dealt with.

The Chair may, at his/her pleasure or at the request of a member with a majority support of the other members, call a special meeting of the Authority on three 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.

The Chair or the Secretary-Treasurer may, by notice in writing or email, deliver to the members so as to be received by them at least twelve 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 Advisory Committee or committee affected.

The Chair 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. Postponement shall not be for any longer than the next regularly scheduled meeting date. The Chair may alternately request that the meeting be held remotely.

Anyone wishing notice of meetings shall leave their name and address with the General Manager/Secretary-Treasurer. The General Manager/Secretary-Treasurer or designate shall inform that person, in writing, by telephone or electronic mail, in advance of other meetings.

4. Meetings Open to Public

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

A meeting or part of a meeting may be closed to the public if the subject matter being considered is identified in the closed meeting section of the agenda and the subject matter meets the criteria for a closed meeting as defined in this by-law.

5. Agenda for Meetings

Authority staff, under the supervision of the Chair and the GM/S-T, shall prepare an agenda for all regular meetings of the Authority that shall include, but not necessarily be limited to, the following headings:

- Presentations
- Matters Arising from the Minutes
- Correspondence
- Reports
- New Business
- Other Business

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

Agendas for full Authority meetings shall be forwarded to all Members at least seven 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.

Agendas for committee meetings shall be made available to committee members no later than 48 hours in advance of the meeting. Committee 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.

6. Quorum

At any meeting of the General Membership, a quorum consists of one-half of the Members appointed by the Participating Municipalities. With a 15-Member Authority, 8 Members constitutes a quorum. At any Executive Committee, advisory committee or committee meeting, a quorum consists of one-half of the Members of the Executive Committee, advisory board or committee.

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

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

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

7. 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.

8. 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 three 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; and
- j) When a motion is under consideration, only one amendment is permitted at a time.

9. 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; and
- f) A motion to adjourn.

10. Members' Attendance

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

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

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

If a Member is absent from three consecutive Authority meetings, regardless of notification of absence, the General Manager/Secretary-Treasurer shall notify the municipality of those absences. If a Member is absent from three or more consecutive Authority meetings, without notification of absence to the General Manager/Secretary-Treasurer, the member will be considered to have resigned and the municipality will be requested to appoint a new member.

11. Delegations

Any person or organization who wishes to address the Authority may make a request in writing or email to the Secretary-Treasurer. The request should include a brief statement of the issue or matter involved and indicate the name of the proposed speaker(s). If such request is received at least twelve 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 a meeting of the Authority but will be heard only if approved by a majority of the members of the meeting.

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

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

12. Annual Meeting

The Authority shall designate the first meeting of the General Membership each year as the annual meeting and shall include the election of officers in addition to the normal course of business.

13. Meetings with Closed "In Camera" Sessions

Every meeting of the General Membership, Executive Committee, Advisory Boards, and 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 Authority is the head of an institution for the purposes of MFIPPA.

Before holding a meeting or part of a meeting that is to be closed to the public, the members shall state by resolution during the open session of the meeting that there will be a meeting closed to the public and the general nature of the matter to be considered at the closed meeting. Once matters have been dealt with in a closed meeting, the General Membership shall reconvene in an open session.

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

- a) The meeting meets the criteria outlined in this by-law to be closed to the public; and

- b) The vote is for a procedural matter or for giving directions or instructions to Officers, employees, or agents of Authority.

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

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

- a) The meeting is held for the purpose of educating or training the members, and
- b) At the meeting, no Member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the authority, the Executive Committee, advisory board or other committee.

14. Voting

In accordance with Section 16 of the Act:

- a) Each member, including the Chair, is entitled to one vote, and
- b) A majority vote of the Members present at any meeting, including Authority, committee, and *ad hoc* meetings is required upon all matters coming before the meeting.

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

If any member abstains from voting, they shall be deemed to be a negative vote.

On a tie vote, the motion is lost.

Interrelated motions shall be voted on in the order specified in Robert'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 beginning with the Member that requested that the vote be recorded and thereafter alphabetically by 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 Recording Secretary shall record each vote.

At the meeting of the Authority at which the Non-Matching Levy is to be approved, the GM/S-T 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 5 of this By-law (Election of Chair and Vice-Chair), no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

15. Notice of Motion

Written notice of motion to be made at an Authority, Executive Committee, advisory board or committee meeting may be given to the GM/S-T by any Member of the Authority not less than twelve calendar days prior to the date and time of the meeting and shall be forthwith placed on the agenda of the next meeting. The Secretary-Treasurer shall include such notice of motion in full in the agenda for the meeting concerned. Recommendations included in reports of advisory boards or committees that have been included in an agenda for a meeting of the General Membership or Executive Committee (if applicable), shall constitute notice of motion for that meeting.

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

Notwithstanding the foregoing, any motion or other business may be introduced for consideration of the Authority provided that it is made clear that to delay such motion or other business for the consideration of an appropriate advisory board or committee would not be in the best interest of the Authority and that the introduction of the motion or other business shall be upon an affirmative vote of a majority of the Members of the Authority present.

16. Motion to Reconsider

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

17. Duties of the Meeting Chair

It shall be the duty of the Chair, with respect to any meetings over which 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;

- 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; and
- 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 General Manager/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 Chair and Recording Secretary 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. Appendices to the Administrative By-law

Appendix 1 - Code of Conduct

1. *Background*

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

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

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

2. *General*

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

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

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

- a) Upholds the mandate, vision and mission of the Authority;
- b) Considers the Authority's jurisdiction in its entirety, including their appointing municipality;
- c) Respects confidentiality;
- d) Approaches all Authority issues with an open mind, with consideration for the organization as a whole;
- e) Exercises the powers of a Member when acting in a meeting of the Authority;
- f) Respects the democratic process and respects decisions of the General Membership, Executive Committee, advisory boards and other committees;
- g) Declares any direct or indirect pecuniary interest or conflict of interest when one exists or may exist; and
- h) Conducts oneself in a manner which reflects respect and professional courtesy and does not use offensive language in or against the Authority or against any Member or any Authority staff.

3. *Gifts and Benefits*

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

4. Confidentiality

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

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

Members shall not disclose or release by any means to any member of the public, either in verbal or written form, any confidential information acquired by virtue of their office, except when required by law to do so.

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

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

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

- a) Human Resources matters;
- b) Information about suppliers provided for evaluation that might be useful to other suppliers;
- c) Matters relating to the legal affairs of the Authority;
- d) Sources of complaints where the identity of the complainant is given in confidence;
- e) Items under negotiation;
- f) Schedules of prices in tenders or requests for proposals;
- g) Appraised or estimated values with respect to the Authority's proposed property acquisitions or dispositions;
- h) 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 Secretary Treasurer, as soon as possible after the breach.

Should a Member of the Authority 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.

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 is bound by the *Municipal Conflict of Interest Act*. This by-law is intended to assist Members in understanding their obligations. Members are required to review the *Municipal Conflict of Interest Act* on a regular basis.

2. *Disclosure of Pecuniary Interest*

Where a Member, either on 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.

3. *Chair's Conflict of Interest or Pecuniary Interest*

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

4. *Closed Meetings*

Where a meeting is not open to the public, a Member who has declared a conflict of interest shall leave the meeting for the part of the meeting during which the matter is under consideration.

5. *Member Absent*

Where the interest of a Member has not been disclosed by reason of their absence from the particular meeting, the Member shall disclose their interest and otherwise comply at the first meeting of the Authority, Executive Committee, advisory board or committee, as the case may be, attended by them after the particular meeting.

6. *Disclosure Recorded in Minutes*

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

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

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

Should a Member of the General Membership 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 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. *Voting*

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

2. *Acting Chair*

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

3. *Scrutineer(s)*

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

4. *Election Procedures*

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

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

If one Nominee:

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

If More than One Nominee:

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

A majority vote shall be required for election. If there are more than two nominees, and upon the first vote no nominee receives the majority required for election, the name of the person with the least number of votes shall be removed from further consideration for the office and new ballots shall be distributed. In the case of a vote where no nominee receives the majority required for

election and where two or more nominees are tied with the least number of votes, a special vote shall be taken to decide which one of such tied nominees' names shall be dropped from the list of names to be voted on in the next vote.

Should there be a tie vote between two remaining candidates, new ballots shall be distributed, and a second vote held. Should there still be a tie after the second ballot a third vote shall be held. Should there be a tie after the third vote, the election of the office shall be decided by lot drawn by the Acting Chair or designate.

In the event that the Past Chair of the Authority is no longer an accredited Member on the Authority, an election of a Member-at-Large will be undertaken, following the same procedures as outlined above.

Immediately following the election of Chair and 1st and 2nd Vice Chair, and, if necessary, the Member-at-Large, the person presiding over the election shall install the newly elected Chair and hand over control of the meeting.

Appendix 4 – Powers of Authorities

The *Conservation Authorities Act* specifies the following:

Powers of authorities

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

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

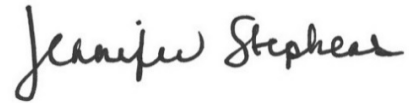
Note: On a day to be named by proclamation of the Lieutenant Governor, clause 21 (1) (m.1) of the Act is repealed. (See: 2017, c. 23, Sched. 4, s. 19 (3))

(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) 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 (1, 2, 4, 5).

These Administration By-Laws were approved by the Saugeen Valley Conservation Authority at its meeting held at Formosa, Ontario, on October 16th, 2018 (Motion #G18-82), amended at meetings held electronically on August 6, 2020 (Motion #G20-78), and February 17, 2022 (Motion #G22-25).



General Manager/Secretary-Treasurer