

**MEETING NO: #** 01 18 Governance Committee  
**DATE:** June 26, 2018  
**TIME:** 3:00 p.m. – 4:30 p.m.  
**PLACE:** CH Admin. Office, 2596 Britannia Road West, Burlington ON  
905.336.1158 x 2236

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## AGENDA

Page #

1. **Acceptance of Agenda as distributed**
2. **Disclosure of Pecuniary Interest**
3. **Consent Items**  
Roll call & Mileage
4. **Action Items**
  - 4.1 Preliminary review of 1<sup>st</sup> Draft of revised Conservation Halton Board by-laws  
Report #: 01 18 01 1 - 38
  - 4.2 New Board members to be appointed to Conservation Halton Board of Directors:  
Town of Milton and City of Hamilton  
Report #: 01 18 02 39 - 41
  - 4.3 Proposed changes / updates to Board of Directors 2019 Workplan  
Report #: 01 18 03 42 - 44
5. **Other Business**
6. **Adjournment**

**Committee members:** John Vice  
Cathy Duddeck  
Jean Williams  
Jim Sweetlove  
Joanne Di Maio

**REPORT TO:** Governance Committee

**REPORT NO: #** 01 18 01

**FROM:** Hassaan Basit, CAO / Secretary - Treasurer  
905 336 1158 x 2270 [hbasit@hrca.on.ca](mailto:hbasit@hrca.on.ca)

**DATE:** June 26, 2018

**SUBJECT:** **Revised 1<sup>st</sup> draft of Conservation Halton By-laws**

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### Recommendation

THAT the Conservation Halton Governance Committee **receives for discussion the revised 1<sup>st</sup> draft of Conservation Halton By-laws and meeting procedures, and recommends any changes to be made to this 1<sup>st</sup> Draft before a final set of by-laws is presented to the CH Board in October, 2018.**

### Report

The Conservation Authorities Act, as amended by the Building Better Communities and Conserving Watersheds Act, 2017 provides direction for Conservation Authorities to make by-laws as required for its proper administration. All Conservation Authorities are required to update their by-laws to the extent necessary by December 12, 2018. Updated By-Laws must meet the requirements set out in Section 19.1 of the Act. Conservation Ontario, in partnership with the Ministry of Natural Resources and Forestry has developed a template to assist Conservation Authorities in updating by-laws.

Staff have reviewed current by-laws of Conservation Halton and made changes, where necessary, to modernize the by-laws and meet the requirements of the Act. In doing so, current by-laws and Meeting Procedures have been combined into one by-law, as presented here. The new by-laws will replace administrative regulations created under the repealed Section 30 of the Act. Current administrative by-laws 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.

### Background

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.

**Resolution**

The CAO recommends that the Governance Committee:

1. Receives for discussion the revised **1<sup>st</sup> draft of Conservation Halton By-laws and meeting procedures** as included in Attachment 1 (CH By-Law June 7 2018) and Appendix 2 (Comparison Old and New By-law – June 7 2018), and recommends any changes to be made to this 1<sup>st</sup> Draft before a final set of by-laws is presented to the CH Board in October, 2018.

**Impact on Strategic Goals**

This report supports the Metamorphosis strategic theme of *Striving for service excellence and efficiency*.

Signed & respectfully submitted:



Hassaan Basit  
CAO/Secretary-Treasurer

Approved for circulation:



Hassaan Basit  
CAO/Secretary-Treasurer

**FOR QUESTIONS ON CONTENT:**

Hassaan Basit, CAO/Secretary-Treasurer



# **The Halton Region Conservation Authority**

## **By-Law No. 2018-01**

Adopted: October \_\_, 2018

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# **THE HALTON REGION CONSERVATION AUTHORITY**

## **By-Law No. 2018-01**

### **A. Definitions**

**“Authority”** means the Halton Region Conservation Authority as established by Order-in-Council 3988-63 under Section 3.1 of the *Conservation Authorities Act, R.S.O. 1990, Chapter C.27*;

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

**“Business Day”** means a day other than a Saturday or a Sunday or a Civic or Public Holiday in Ontario as a declared holiday.

**“CAO/Secretary-Treasurer”** means the Chief Administrative Officer of the Authority.

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

**“Civic or Public Holiday”** means those listed as holidays in the Employment Standards Act, 2000, Part 1.1, Public Holiday as amended from time to time, with the exception of Easter Monday and Remembrance Day.

**“Delegation”** means a person or a group of persons who address the Authority on behalf of an individual or a group for the purpose of making a presentation to the Members.

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

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

**“In Camera”** means any regular or special meeting of the Authority sitting in closed session not open to the public.

**“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.

**“Meeting”** means any regular or special meeting of the Authority, or other Committee of the Authority.

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

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



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

**“Pecuniary Interest”** includes the financial or material interests of a Member and the financial or material interests of a member of the Member’s immediate family.

**“Recorded Vote”** means the recording of the name and vote of every Member on a motion during a meeting.

**“Staff”** means an employee of the Authority as provided for under Section 19(1) of the Act.

**“Vice-Chair”** means the Vice-Chairperson as elected by the Members of the Authority.

**“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. General Applications

1. The rules of procedure contained in this by-law shall be observed in all proceedings of the Authority and shall be the rules for the order and dispatch of business at the Authority and with the necessary changes being made.
2. Except as provided elsewhere in this by-law, any one or more of the rules contained in this paragraph may be temporarily suspended by the Authority with consent of the majority of the Members present:
  - a. Rules with respect to a change in agenda order of proceedings and content
  - b. Rules respecting notice of delegation status
  - c. Rules with respect to the increase of delegation and debate limitations
  - d. Rules to introduce a motion without standard notice
3. This by-law shall not be amended or repealed except by a two-third majority vote of the members of the Authority.

## C. Governance

### 1. Members

#### a) Appointments

Participating Municipalities within the jurisdiction of the 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 and may include citizens as well as elected members of municipal councils.

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

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

In accordance with Section 14 of the Act, a Member shall be appointed for a term of up to four years at the discretion of the appointing municipal council; such term beginning at the first meeting of the Authority following his or her appointment and ending immediately before the first meeting of the Authority following the appointment of his or her replacement. The CAO/Secretary-Treasurer shall notify the appropriate municipality in advance of the expiration date of any 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.

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

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

- i. Approving by resolution, the creation of Committees, the members thereof and the terms of reference for these Committees;
- ii. Appointing a Chief Administrative Officer and/ or Secretary-Treasurer;
- iii. Terminating the services of the Chief Administrative Officer and/or Secretary-Treasurer;
- iv. Approving establishing and implementing regulations, policies and programs;
- v. Awarding contracts or agreements where the approval of the Authority is required under the Authority's purchasing policy;
- vi. Appointing a delegate to the Committee any of its powers except:
  - i. The termination of the services of the Chief Administrative Officer and/or Secretary-Treasurer,
  - ii. The power to raise money, and
  - iii. The power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the Authority;
- vii. Approving by resolution, any new capital project of the Authority;
- viii. Approving by resolution, the method of financing any new capital projects;
- ix. Approving details on budget allocations on any new or existing capital projects;
- x. Approving of the total budget for the ensuing year, and approving the levies to be paid by the Participating Municipalities;
- xi. Receiving and approving the Financial Statements and Report of the Auditor for the preceding year;
- xii. Authorizing the borrowing of funds on the promissory note of the Authority in accordance with subsection 3(5) of the Act;
- xiii. Approving by resolution, any proposed expropriation of land or disposition of land, subject to the requirements under the Act;
- xiv. Approving permits or refusing permission as may be required under any regulations made under Section 28 of the Act
- xv. Holding hearings required for the purpose of reviewing permit applications, and advising every applicant of their right to appeal the decision to the Minister of Natural Resources and Forestry 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 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.

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. Every Member will abide by the legislative requirements of the position and this by-law.

Members are responsible for:

- i. Attending all meetings of the Authority;
- ii. Understanding the purpose, function and responsibilities of the authority;
- iii. Being familiar with the Authority's statutory and other legal obligations;
- iv. With the administration, setting strategic direction for the Authority;
- v. Adhering to the Code of Ethics;
- vi. Adhering to the Strategic Plan;
- vii. Advancing the Mission of the Authority;
- viii. Support the fundraising efforts of Conservation Halton Foundation;
- ix. Ensuring fiscal stability of the Authority; and
- x. Recruiting, interviewing and hiring an able and competent CAO/Secretary-Treasurer.

#### **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;*
- *Accessibility for Ontarians with Disability Act; and*
- *Ontario Occupational Health and Safety 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 CAO to manage the operations of the organization, including all employees of the Authority. The CAO 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 CAO/Secretary-Treasurer.

#### **g) Practicing Effective Human Resources Practices**

The Members must act as a team. A strong partnership must be forged between the Members and the CAO/Secretary-Treasurer. The Authority allows the CAO/Secretary-Treasurer to manage the organization and its staff. The following guidelines should be followed to ensure a common voice is heard throughout the organization and by the public at large.

- If a Member has questions on a project or report, such questions should be referred through the CAO/Secretary-Treasurer for him/her to invite the appropriate staff Director(s) to explain the project and answer questions.
- If a Member would like to volunteer to assist in a project, such action should be taken in consultation with the CAO/Secretary-Treasurer to organize the process if appropriate.
- If a Member receives a complaint about a staff member or would like to acknowledge a staff member, such information should go through the CAO/Secretary-Treasurer in writing.
- If a Member receives a complaint from a staff member, the Member must refer the staff member to the Human Resources Department of the Authority.

With respect to staffing issues, the following outlines the responsibilities of the General Membership and the CAO/Secretary-Treasurer.

- Members are solely responsible for the following:
  - Recruiting, hiring, evaluating, dismissing the CAO/Secretary-Treasurer;
  - Determining the annual salary and pay for performance of the CAO/Secretary-Treasurer
  - Members and the CAO/Secretary-Treasurer share the following responsibilities in that the recommendation will come from the CAO/Secretary-Treasurer and the approval will come from the Members;
  - Setting goals for the CAO/Secretary-Treasurer;
  - Setting human resource and personnel policies which will have a dollar impact upon the budget; and
  - Setting staff salary schedules and plans as part of the annual budget review process
- The CAO/Secretary-Treasurer is responsible for the following oversight:
  - Assessing staffing requirements;
  - Recruiting, hiring and dismissing staff;
  - Providing staff direction;
  - Approving staff evaluations;
  - Implementing approved salary schedule and plan;
  - Designing the organizational structure; and
  - Setting human resource and personnel policies, which have no dollar impact on the budget

#### *h) Member Attendance*

Should a Member of the General Membership of the Authority be absent for three consecutive scheduled Authority Board meetings of which the Member has been duly appointed, the following shall occur:

- The Chair of the Authority will contact the Member to determine the reasons for absences.
- The Chair is authorized to inform the appointing municipality of the absences and, where appropriate, the reasons meetings were missed.

#### *i) Basic role of a Member*

The following suggestions of the basic role of a Member focus on “team results”.

- Concentrate on governing, not micro-managing;
- Focus on the big picture;
- Practice listening;
- Maintain a relationship with the community for which you serve;
- Recognize staff as partners; treat them as you expect to be treated;

- f) Don't refer matters to staff for a further report unless you can cite good reasons to do so, otherwise, vote – the matter won't get any easier;
- g) Use a policy approach;
- h) Respect democracy; and
- i) Be prepared for meetings

**j) *Employee Appointed to General Membership***

In the event that a municipality appoints an employee of the Authority to the General Membership of the Authority, the following process will take place:

- The CAO/Secretary-Treasurer will advise the appointing municipality immediately
- To alleviate the conflict of interest, the employee must either reject the proposed appointment to the General Membership of the Authority or resign his/her employment position at the Authority

In the event that a Member of the General Membership of the Authority is interested in applying for any position of employment at the Authority, the Member must first resign his/her position on the Authority's General Membership and such resignation must be made in writing to the appointing municipality with a copy attached to the Authority's application for employment.

## **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;
- Calls special meetings if necessary;
- Works in partnership with the CAO/Secretary-Treasurer to ensure Board resolutions are carried out;
- Assists CAO/Secretary-Treasurer in preparing agenda for Board meetings where required;
- Periodically consults with General Membership on their roles;
- Represents the Authority at Conservation Ontario Council meetings;
- Serves as ex-officio Member of Conservation Halton Foundation Board;
- Serves as ex-officio Member of the Committees of the Authority;
- 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; and
- Performs other duties when directed to do so by resolution of the Authority.

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;
- Receive and submit to a vote all motions presented by the Members which do not contravene the rules and regulations of the Authority;
- Announce the results of the vote on any motions so presented;

- Decline to put to a vote motions which infringe upon the rules of procedure, or which are beyond the jurisdiction of the Authority;
- Enforce on all occasions the observance of order and decorum among the Members;
- Adjourn the meeting when business is concluded;
- Adjourn the sitting without any questions being put or suspend or recess the sitting for a time to be named if considered necessary;
- Represent and support the Authority, declaring its will and implicitly obeying its decisions in all things; and
- Perform 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 member of Conservation Halton Foundation Board; and
- Serves as a signing officer for the Authority.

#### Chief Administrative Officer (CAO) and Secretary-Treasurer

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

- Is an employee of the Authority;
- Attends all meetings of the General Membership or designates an acting CAO if not available;
- Works in close collaboration with the Chair and Vice-Chair(s) and keeps them apprised of relevant information and significant issues in a timely fashion;
- Develops a strategic plan for approval by the General Membership and Implements short and long-range goals and objectives;
- Is responsible for the management of the operations of the Authority, including all staff and programs of the Authority;
- Ensures resolutions of the Authority are implemented in a timely fashion;
- Develops and maintains effective relationships and ensures good communications with Participating Municipalities, federal and provincial government ministries/agencies, Indigenous communities, other conservation authorities, Conservation Ontario, stakeholders, community groups and associations;
- Makes recommendations to the Board regarding suggested policy changes;
- Acts as public spokesperson of the Authority;
- Represents the Authority at Conservation Ontario Council, ad hoc and Task Force meetings;
- Negotiates and enters into contracts with external agencies/partners to carry out the goals of the organization in accordance with the Purchasing of Goods and Services Policy;
- Fulfills the requirements of the Secretary-Treasurer as defined in the Act;
- Is the custodian of the Corporate Seal; and
- Serves as a signing officer for the Authority



### **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. 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.

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

The election of the Chair and one or more Vice-Chairs shall be in accordance with the Act: at the Inaugural meeting of the Authority held prior to the first day of May each year in accordance with the Authority's Procedures for Election of Officers (Appendix 3)

### **6. 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.

### **7. Financial Statements and Report of the Auditor**

The General Membership shall receive and approve the Audited Financial Statements and Report of the Auditor annually for the previous year at the meeting of the Authority held prior to the first day of May each year.

The Authority shall forward copies of the Audited Financial Statements and Report of the Auditor to Participating Municipalities and the Minister of Natural Resources and Forestry in accordance with Section 38 of the Act and will make the Audited Financial Statements available to the public. The Audited Financial Statements will be included in the Authority's Annual Report and on the Authority's website.

### **8. Borrowing Resolution**

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.

### **9. Levies and Audit Reports**

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

Each watershed municipality will be advised 30 days prior to the budget and levy of the Authority being discussed and approved at an Authority's Board meeting.

Within 30 days following the adoption of Authority's budget in each year and, if so required by the municipal by-laws, no later than April 1<sup>st</sup>, the CAO/Secretary-Treasurer or the Financial and Administrative Services Director shall send to the Clerk of each watershed municipality, a notice indicating the monies due to the Authority from each municipality, and the apportionment of these monies due shall be as required by the Act and as approved by the Authority. A copy of the Auditor's report for the preceding year shall be sent to the Clerk of each watershed municipality and to the Minister, Ministry of Natural Resources and Forestry.

## 10. 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:

Chair, Vice Chair, CAO/Secretary-Treasurer, Director, Parks & Recreation, Director Finance and Senior Director, Corporate & Strategic Initiatives as the Signing Officers for Conservation Halton;

Any two of the named Signing Officer positions be required for signing bank documents and agreements that bind Conservation Halton.

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

## 11. Other Committees

There shall be three Committees of the Authority as follows:

- CAO Review Committee
- Finance and Audit Committee
- Governance Committee

The Committees shall be composed of a balanced representation to the degree possible from the participating watershed municipalities.

The Chair of the Authority shall be an ex-officio member of all Committees. As ex-officio, the Chair is entitled to one vote at all Committees he/she is, in attendance and can count towards the calculation of a quorum for all Committees he/she is in attendance.

Each Committee shall report to the Authority on all matters referred to it and shall recommend such actions as it deems appropriate. Each Committee shall have a Chair and Vice-Chair. The Chair of the Committee may expel any person for improper conduct at a meeting.

No order or approval on behalf of the Authority or any of its employees may emanate from a Committee, except where the Authority had delegated approval power.

Special Committees may be appointed by the Authority from time to time, to consider and report on a specific subject, project or undertaking. The Authority shall appoint the Committee members and the Committee members shall select a Chair and Vice-Chair. When the Special Committee completes its work and reported its findings to the Authority, the Committee shall be deemed to be dissolved, unless otherwise decided by the Authority.

The role of the Committees shall be:

- To guide staff, through the CAO/Secretary-Treasurer, on the direction and nature of the policy development, fact-finding analysis and generation of alternatives required;
- To receive public delegations and establish mechanisms to receive further public input on vital public policy matters;
- To establish task forces and sub-committees including the establishment of terms of reference and Membership for same to address specified policy issue for referral to the Committee;



- To provide guidance and direction to staff through the CAO/Secretary-Treasurer where policy interpretation or clarification is required during the administrator or implementation of policy; and
- To provide staff, through the CAO/Secretary-Treasurer, with direction and guidance on policy and level of service priorities wherein the programs within the Committee purview may be refined to meet established budget targets.

Each Committee shall, at the first meeting of the annual term of the Committee, choose from its number a Committee Chair and a Vice-Chair to serve in those positions for a one-year period, until the next Inaugural Meeting.

The Chair of a Committee shall be accountable:

- To ensure that the Committee deals with policy issues effectively;
- To ensure public dialogue and communication on policy matters are effective and coordinated;
- To ensure the needs of the Committee for administrative support, analysis and advice are provided through the CAO/Secretary-Treasurer; and
- To ensure that the Committee is organized into appropriately constituted sub-committees to carry out its workload.

## 12. Remuneration of Members

Members who are present for duly called full Board Meetings and who are officially appointed to such Boards or Committees shall be entitled to payment of a per diem. No Director may collect more than one per diem per day. Per Diem shall be set following approval of the Authority and subsequent application to and approval of the Ontario Municipal Board. Where a Member is duly authorized to attend to Authority's business other than a meeting, the Member shall be entitled to a per diem.

Duly authorized Members who attend meetings of the Authority, Committees/ad-hoc meetings, shall be entitled to a return travel allowance between the Members principal residence and the meeting place. The travel allowance rate paid by the Authority to its Members shall be set following the Authority approval and subsequent application to and approval by the Ontario Municipal Board.

Where a Member is duly authorized to attend to Authority's business other than a meeting, the Member shall be eligible for a travel allowance from his principal place of residence to the location of the work and return.

## 13. 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;

- ix. Technical Studies and data gathered in support of Programs of the Authority;
- x. Legal Proceedings involving the Authority; and
- xi. Incidents of personal injury or property damage involving the Authority and members of the public.

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

#### **14. Records Available to Public**

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

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

#### **15. 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 four years to ensure best management practices in governance are being followed.

#### **16. 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.

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

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

- 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; and
- the appointing municipality shall be notified of the outcome of the investigation

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

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

- such Member, Officer or Employee acted honestly, in good faith 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.

## **D. Meeting Procedures**

The Meeting Procedures below governing the procedure of the Authority shall be observed in all meetings of the Authority including Committees.

### **1. Rules of Procedure**

In all matters of procedure not specifically dealt with under the Act and this By-law and its Appendices, shall be decided by the Chair in accordance, as far as is reasonably practicable, with the rules of parliamentary law as contained in Robert's Rule of Order.

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

The General Membership shall approve a schedule for regular meetings in advance. The CAO/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 Inaugural Meeting of the Authority shall be held prior to the first of May. The regular meetings of the Authority shall be held according to the meeting schedule adopted by the Authority. The Authority may alter the schedule of meetings from time to time. The Chair of the Authority may call additional meetings on any vacant day.

Notice of any meeting shall indicate the type, meeting number, time and place of that meeting and the agenda for the meeting.

Notices of each Authority's General Membership, and any other committee meetings shall be given to each Member of the General Membership, the CAO/Secretary-Treasurer and posted on the Authority's website.

All material and correspondence to be dealt with by the Authority at a meeting will be submitted to the CAO/Secretary-Treasurer in advance of the meeting where it is to be dealt with, ten calendar days, if it is to be included in the published agenda, or five business 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 one calendar day 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 CAO/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 a committee until the next scheduled date for the specific committee affected.

The Chair or the CAO/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. Postponement shall not be for any longer than the next regularly scheduled meeting date.

Notwithstanding any other provision of this by-law, an emergency meeting may be held, without notice, to deal with an emergency situation, provided that an attempt has been made to reach the Directors by telephone or email at their respective residences and places of business. No business except business dealing directly with the emergency situation shall be transacted thereat.

A meeting which has been interrupted through the loss of a quorum may be reconvened without notice, provided that the meeting is reconvened on the same day.

### **3. Meetings Open to Public**

All meetings of the General Membership and Other Committees shall be open to the public.

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

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

Authority staff, under the supervision of the CAO/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:

Agenda Items:

1. Roll call and mileage
2. Acceptance of Agenda Items as listed or identification of additional topics Members and staff wish to have listed on the agenda
3. Approval of Minutes of previous Board meeting
4. Disclosure of Pecuniary Interest
5. Delegations/presentations, if applicable
6. Consent Items
7. Action Items
8. In Camera Items, if applicable
9. Other Business Items
10. Adjournment

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

At the Inaugural Meeting of the Authority in each year, Authority Staff, under the supervision of the CAO/Secretary-Treasurer shall prepare an agenda for the use of the Members that includes but is not necessarily limited to the following items of business:

Inaugural Meeting Agenda Items:

1. Roll call and mileage
2. Acceptance of Agenda Items as listed or identification of additional topics Members and Staffs wish to have listed on the agenda
3. Disclosure of Pecuniary Interest
4. Delegations/presentations, if applicable
5. Action Items, to include:
  - a. Election of Officers of the Authority
  - b. Borrowing By-Law
  - c. Signing Officers
6. Other Business Items
7. Adjournment

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

The agenda shall be accompanied by any relevant material to be brought before such meeting. The agenda page shall list at the top of the page the following:

- Name of Board/Committee
- Meeting number
- Date of meeting
- Time of meeting
- Place of meeting

All matters requiring the Authority's attention shall be submitted in writing to the CAO/Secretary-Treasurer or designate for placement on the agenda for the Authority. The deadline for receiving items for consideration at the next regularly scheduled meeting will be five business days prior the said meeting, provided that no report is required.

Requests for staff to prepare additional information related to an agenda item of an Authority meeting should be made to the CAO/Secretary-Treasurer prior to the meeting.

Requests for staff to prepare information about non-agenda items should be made at the Authority's Board meeting and voted upon. Included in the request for information would be a target date for the information to come back to the Authority's General Membership.

Any items received after that time will be placed on the agenda for the next meeting. If any item that is received requires a report from a particular Department, it will be the responsibility of that Department Director to advise the CAO/Secretary-Treasurer when the report will be available for inclusion in the agenda. The Department Director shall advise the individual or group as to when the matter will be considered. All reports classified as action items from Departments to the Authority must be approved by the CAO/Secretary-Treasurer or designate for inclusion and circulation on all agendas. All reports classified as information items from Departments to the Authority must be approved for inclusion and circulation by the appropriate Department Director as designated by the CAO/Secretary-Treasurer.

An item of business not listed on the Authority Agenda cannot be introduced at an Authority meeting without the approval of the Members expressed by motion. Items of an emergent or congratulatory nature may be introduced under new business.

There shall only be an addendum to the agenda for a meeting when an item(s) arises after the closing of the deadline for items for the agenda and prior to the meeting, which item(s) the Chair or the CAO/Secretary-Treasurer believe are of an urgent nature requiring immediate consideration of the body concerned.

Members will receive, by email, a copy of the Agenda. For those Directors who have requested a hard copy, it shall be couriered to their residence or place of business, as far as possible, five days preceding the meeting.

## 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.

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

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

## 6. Order of Business

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

No Member shall present any matter to the Authority for its consideration unless the matter appears on the agenda for the meeting of the Authority or leave is granted to present the matter by the affirmative vote of a majority of the Members present.

## 7. Debate

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

- a) A Member shall be recognized by the Chair prior to speaking;
- b) Every member, before speaking to any question or motion at an Authority meeting, shall first receive recognition from the Chair and respectfully address the Chair;

- c) 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;
- d) All questions and points of discussion shall be directed through the Chair;
- e) Where a motion is presented, it shall be moved and seconded before debate;
- f) 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;
- g) Any Member may ask a question of the previous speaker through the Chair;
- h) The Member who has presented a motion, other than a motion to amend or dispose of a motion, may speak again to the motion immediately before the Chair puts the motion to a vote;
- i) When a motion is under debate, no motion shall be received other than a motion to amend, to defer action, to refer the question, to take a vote, to adjourn, or to extend the hour of closing the proceedings;
- j) When a motion is under consideration, only one amendment is permitted at a time; and
- k) If a Member considers that a ruling made by the Chair is not in order, an appeal may be made. When challenged, the Chair may give a brief explanation of the ruling and ask the Members "Is the ruling of the Chair/Committee Chair upheld? In the event of a tie vote, the ruling is upheld. The decision of the Authority under this section is final.

## 8. Matters of Precedence

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

- a) a point of order;
- b) matter of privilege;
- c) a matter of clarification;
- d) a motion to suspend a rule of procedure or to request compliance with the rules of procedure;
- e) a motion that the question be put to a vote;
- f) a motion to adjourn.

## 9. Members' Attendance

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

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

[to include a procedure for reporting excessive absences by a Member to their appointing municipality.

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



## 10. Electronic Participation

Members may participate in a meeting that is open 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 and can vote provided that they have all relevant information available to them.

A Member shall not participate electronically in a meeting that is closed to the public.

## 11. Delegations

Any person or organization who wishes to address the Authority may make a request in writing or email to the CAO/Secretary-Treasurer. The request should include a brief, accurate and thorough summary or statement of the issue or matter involved and indicate the name of the proposed speaker(s). If such request is received ten 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 two thirds of Members present, or shall be listed on the published agenda for the following meeting.

Upon receipt of the written notice requesting delegation status, the CAO/Secretary-Treasurer shall list the delegation on the next appropriate agenda for the Authority meeting only if:

- The matter is one which is to be dealt with by the Authority at its next regular meeting or
- The listing of the delegation to the Authority is approved by the Chair.

Special consideration may be given to any person, group of persons, firm or organization not being a Member of the Authority, or an appointed official of the Authority, requesting delegation status at an Authority meeting up to 24 hours prior to the meeting date concerned. The status of the request to speak to the Authority may be granted upon the majority vote of the Members present at the Authority meeting. The request should include accurate and thorough summary or statement of the issue or matter involved and indicate the name of the proposed speaker(s).

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.

Upon the completion of a presentation to the Authority by a delegation, any discourse between Members of the Authority and the delegation shall be limited to Members asking questions for clarification and obtaining additional, relevant information only. Members shall not enter into debate with the delegation respecting the presentation.

No delegation shall:

- Speak disrespectfully of any person;
- Use offensive words or unparliamentarily language;
- Speak on any subject other than the subject for which they have received approval to address the Authority; and



- Disobey the rules of procedure or a decision of the Chair or of the Authority.

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.

The Chair may curtail any delegation, any questions of a delegation or debate during a delegation for disorder or any other breach of this by-law and, if the Chair rules that the delegation is concluded, the person or persons appearing shall withdraw.

## 12. Annual Meeting

The Authority shall designate the April meeting of the General Membership each year as the annual meeting and shall include the following items on the agenda, in addition to the normal course of business:

- i. Appointment of the auditor for the upcoming year
- ii. Approval of Financial Statements and Report of the Auditor for the prior year
- iii. Election of Officers

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

Every meeting of the General Membership and Other Committees 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. Local Planning Appeal Tribunal), affecting the Authority;
- f) Advice that is subject to solicitor-client privilege;
- g) A matter in respect of which the General Membership 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 CAO/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 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 or other committee.

#### 14. Voting

In accordance with Section 16 of the Act:

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

Every Member who is present when a question is put, shall vote thereon, unless prohibited in law or by this by-law.

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

On a tie vote, the motion is lost.

Except as provided elsewhere in this by-law, a motion shall be deemed to have been carried when a majority of the Members present and voting have expressed agreement with the question.

Interrelated motions shall be voted on in the order specified in Robert's Rules of Order.

Unless a Member requests a recorded vote, a vote shall be by a show of hands or such other means as the Chair may call. No question shall be voted upon more than once at any meeting, unless a recorded vote is requested.

Any Member at an Authority meeting before or immediately after a vote is taken, may require a recorded vote to be taken on the question concerned. In such circumstances, the Chair shall have the right to speak to the question and indicate how the Chair intends to vote on the question, prior to the commencement of the recorded vote.

Where a recorded vote is required, the Chair shall call for those Members in favour to all rise, at which time the recording secretary shall record the name of each Member standing and their vote in favour and upon completion of the recording then the Chair shall call for those Members opposed to all rise, at which time the recording secretary shall record the name of each Member standing and their vote in opposition.

After a non-recorded vote is held and after the Chair declares the result, any Member may rise and declare his disagreement with the declaration, and thereafter another vote must be held or the Member may request a recorded vote and a recorded vote must be taken as mentioned above.

At the meeting of the Authority at which the Non-Matching Levy is to be approved, the CAO/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 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. Motions

In Authority meetings, the following matters and motions with respect thereto, may be introduced orally, without notice and without leave, except as otherwise provided by this by-law:

- A point of order or personal privilege
- To close debate and
- To adjourn.

In Authority meetings, the following motions may be introduced without notice and without leave except as otherwise provided by this by-law:

- To suspend the rules of procedure
- To table
- To postpone definitely
- To refer
- To amend
- To censure
- To postpone indefinitely (defer) and
- Any other procedural motion

All motions require a mover and seconder.

In voting, all motions may be supported or opposed by the mover and/or seconder. The mover and seconder may withdraw a motion or a notice of motion at any time prior to its being called by the Chair. After a motion has been called or stated by the Chair, it shall be deemed to be in the possession of the Authority, but may be withdrawn by the originator at any time before a decision or amendment, provided the Authority does not object.

## 16. Notice of Motion

Written notice of motion to be made at an Authority or committee meeting may be given to the CAO/Secretary-Treasurer by any Member of the Authority not less than ten calendar

days prior to the date and time of the meeting and shall be forthwith placed on the agenda of the next meeting. The CAO/Secretary-Treasurer shall include such notice of motion in full in the agenda for the meeting concerned.

Recommendations included in reports of committees that have been included in an agenda for a meeting of the General Membership 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 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 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 majority of the members of the Authority present.

### **17. 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.

### **18. 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.

### **19. 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;

- 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 CAO/Secretary-Treasurer shall undertake to have a recording secretary in attendance at meetings of the Authority and each 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 CAO/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 CAO/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 CAO/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.

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

By-law number 2016-01 is hereby repealed;

By-law number 2018-01 shall come into force on the \_\_\_\_\_ day of Octoberr, 2018.

READ A FIRST AND SECOND TIME

\_\_\_\_\_  
Date

READ A THIRD TIME AND FINALLY PASSED

\_\_\_\_\_  
Date

Signed:

\_\_\_\_\_  
Chair

\_\_\_\_\_  
CAO/Secretary-Treasurer

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

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

#### **1. Background**

Since its inception in 1963, The Halton Region Conservation Authority has demanded 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:

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

#### **3. Gifts and Benefits**

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

This section does not apply to tokens, mementos, souvenirs or such gifts or benefits that are received as an incident of protocol or social obligations that normally accompany the responsibilities of office.

#### 4. *Confidentiality*

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

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

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

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

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

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

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

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

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

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

No Member shall obtain financial gain from the use or sale of Authority developed intellectual property, computer programs, technological innovations, or other patentable items, while a Member or thereafter. All such property remains the exclusive property of the Authority.

#### 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 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 allege that another Member has breached the Code of Conduct, the said breach shall be communicated to the Chair, with a copy to the CAO/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 CAO/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. *Municipall 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 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.

### 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 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 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 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 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 the Vice-Chair, with a copy to the CAO/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. Chair for Election of Officers

The CAO/Secretary-Treasurer, or designate, will assume the position of Chair for the purpose of Election of Officers.

### 3. Scrutineer(s)

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

### 4. Election Procedures

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

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

## **COMPARISON OLD AND NEW BY-LAW**

1. Definitions – New by-law includes new definitions
2. Section 2.4 not included – To check
3. Duties of the Chair – Refer Section D(17)
4. Conduct of Directors – Refer Section D(18) of Draft new by-law and Appendix 1 – Code of Conduct
5. Freedom of Information – Refer Section C(1)(e) - Applicable legislation
6. Debate – Refer Section D(7)
7. Schedule of Regular meetings – Refer Section D(2)
8. Committees – Refer Section C(11)
9. Notice – Refer Section D(2)
10. Quorum / The call of meetings to order – Refer Section D(5)
11. Disclosure of pecuniary interest - Refer Appendix 3 – Conflict of Interest
12. Delegations – Refer Section D(11)
13. In camera meetings – Refer Section D(13)
14. Motions – Refer Section D(15)
15. Notice of motion – Refer Section D(16)
16. Voting – Refer Section D(14)

### For new by-law

- Consider the timings and days for Committee meetings

### From old by-law

Section 10.3 - Staff report framework not included

Section 13 - Board Clerk not included

Section 17.7 not included – Common motions

Appendix A and B not included

## **ADMINISTRATIVE POLICIES AND NEW BY-LAW COMPARISON**

### **Administrative Policies Section and Reference in new by-law**

1.1 - For Powers refer section C(1)(c) and for responsibilities refer section C(1)(d) – Not elaborated the Ensuring fiscal stability and recruiting, hiring of CAO

1.2 – Refer section C(1)(g)

1.3 - Refer section C(1)(h)

1.4 - Refer section C(1)(i)

1.5 - Refer section C(1)(j)

1.6 - Refer section C(2)

1.7 - Refer Appendix 3

2.1 – Refer section C(12)

2.2 – Refer section C(12)

2.3 – Refer section D(4)

2.4 – Refer section D(2)

2.5 – Refer section C(9)

3.1 – Refer Appendix 1

3.2/3.3/3.4 – Refer section C(1)(d) – Not elaborated the Code of ethics

4 – Refer Appendix 1

Not included any of the Appendices from the Administrative Policies. They may stand as separate documents.

Note: Numbers on left side reflect old administrative policies

**REPORT TO:** Governance Committee

**REPORT NO: #** 05 18 02

**FROM:** Sheryl Ayres, Senior Director, Corporate & Strategic Initiatives  
[sayres@hrca.on.ca](mailto:sayres@hrca.on.ca); 905-336-1158, ext. 2250

**DATE:** June 26, 2018

**SUBJECT:** **Board of Directors Municipal Representation**

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### Recommendation

THAT the Conservation Halton Board of Directors **approve the membership entitlement for all participating municipalities effective for 2019 be based on the updated population statistics provided in the report;**

THAT the CAO/Secretary Treasurer be **authorized to advise the City of Hamilton that they will be entitled to three members on the Conservation Halton Board of Directors based on the revised apportionment, subject to the results of the judicial review of the Mining and Lands Commissioner decision requested by the City of Hamilton and effective for the inaugural meeting after the judicial review results;**

AND further that the CAO/Secretary Treasurer be **authorized to advise the Town of Milton that they will be entitled to four members on the Conservation Halton Board of Directors based on the Town of Milton population in the report.**

### Executive Summary

Based on the revised apportionment for the City of Hamilton for the 2018 Budget, Hamilton is entitled to three members on the Conservation Halton Board of Directors, which is one member more than the current number of Board of Director members of two. The Town of Milton would be entitled to four members according to the population included in the Town of Milton 2018 Budget Growth Forecast instead of the current three members. The total Board of Directors would be increased by two more members to a total of 20 members from the current 18 members. The number of representatives from other municipalities on the Board of Directors would remain the same.

### Report

The Conservation Authorities (CA) Act Section 2 sets out the number of Representatives from municipalities within a Conservation Authority watershed for meetings. According to the CA Act, the Representatives appointed by the municipality have authority to vote and generally act on behalf of their respective municipalities at the meeting.

Section 2(2) states:

The council of each municipality may appoint representatives to attend the meeting in the following numbers:



1. Where the population is 1,000,000 or more seven representatives.
- 1.1 Where the population is 500,000 or more but less than 1,000,000 six representatives.
- 1.2 Where the population is 250,000 or more, five representatives.
2. Where the population is 100,000 or more but less than 250,000, four representatives.
3. Where the population is 50,000 or more but less than 100,000, three representatives.
4. Where the population is 10,000 or more but less than 50,000, two representatives.
5. Where the population is less than 10,000, one representative.

The population numbers provided in the Conservation Authorities Act above refer to the population of a municipality within a watershed.

The Ministry of Natural Resources and Forestry (MNRF) has provided the following percentages of the municipality's area within the Conservation Halton (CH) watershed in the following table:

<b>Municipality</b>	<b>Percentage (%) of Municipality in CH watershed provided by MNRF (**Revised 2018)</b>	<b>Municipality Population per 2016 Census or 2018 *Forecast</b>	<b>Municipal Population within CH Watershed based on MNRF %</b>	<b>Number of Municipal Representatives per CA Act</b>	<b>Current Board of Directors Municipal Representatives</b>	<b>Increase</b>
Burlington	100%	183,314	183,314	4	4	
Halton Hills	45%	61,161	27,522	2	2	
Milton (*Forecast)	85%	121,754	103,491	4	3	1
Oakville	97%	193,832	188,017	4	4	
Hamilton (**Revised)	14%	536,917	75,168	3	2	1
Mississauga	4%	721,599	28,864	2	2	
Puslinch	15%	7,336	1,100	1	1	
<b>Total</b>				<b>20</b>	<b>18</b>	<b>2</b>

The population estimates included in the table were obtained from the Statistics Canada 2016 Census data with the exception of the Town of Milton. Applying the percentage of area the municipality is within the Conservation Halton watershed to the total municipality population results in the population within the watershed.

The population provided in the 2016 Census data for the Town of Milton was 110,128. With 85% of the Town of Milton falling within the Conservation Halton watershed, a population of 117,650 would be needed to arrive at a population within the Conservation Halton watershed of over 100,000 and entitling Milton to four Board of Director members. The population included in the Town of Milton 2018 Budget Growth Forecast is 121,754 which would exceed the population required for an additional member. An increase in the number of members for the Town of Milton to four members is recommended based on the population forecast.

The current number of Board of Director members of two for the City of Hamilton was based on a historical arrangement that applied 4% rather than the actual 14% of the City of Hamilton that is in the

Conservation Halton watershed. As a result of the Mining and Lands Commissioner ruling that the understanding did not constitute an agreement, the 14% was applied to Hamilton's total Current Value Assessment to determine the revised apportionment percentage for Hamilton in the 2018 Budget. Applying the 14% area to Hamilton's population would entitle Hamilton to an additional member for a total of three members.

### Impact on Strategic Goals

This report supports the Metamorphosis strategic theme of Striving for service excellence and efficiency.

### Financial Impact

The financial impact of two additional members on the Board of Directors is estimated to cost less than \$1,000 based on the 2018 Budget amounts for per diems and mileage expenses. This amount can be accommodated within the 2019 Budget.

Signed & respectfully submitted:



Sheryl Ayres  
Senior Director, Corporate & Strategic Initiatives

Approved for circulation:



Hassaan Basit  
CAO/Secretary-Treasurer

**FOR QUESTIONS ON CONTENT:**

Marnie Piggot, Director, Finance;  
[mpiggot@hrca.on.ca](mailto:mpiggot@hrca.on.ca); 905-336-1158, ext. 2240

**REPORT TO:** Governance Committee

**REPORT NO: #** 01 18 03

**FROM:** Hassaan Basit, CAO / Secretary - Treasurer  
905 336 1158 x 2270 [hbasit@hrca.on.ca](mailto:hbasit@hrca.on.ca)

**DATE:** June 26, 2018

**SUBJECT:** **2019 Board of Directors Workplan**

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### Recommendation

THAT the Conservation Halton Governance Committee **recommend to the Conservation Halton Board of Directors approval of the proposed 2019 Board of Directors Work plan.**

THAT the Governance Committee **recommend to the Conservation Halton Board of Directors approval of the change in meeting frequency of the Board of Directors starting in January, 2019.**

And further that, as a result of changes to the Board meeting frequency effective January 2019, that the Governance Committee **recommend to the Conservation Halton Board of Directors approval of changes to Board per diems.**

### Report

The purpose of this report is to present the 2019 Work Plan to the Governance Committee for approval and recommendation to the Board of Directors.

The work plan outlines performance indicators, objectives, tactics and outputs to advance each of the Strategic Plan's priority areas and goals.

The work plan covers 4 categories:

1. Strategic Planning and Organizational Performance
2. Finance and Audit
3. CAO Relations
4. Governance

The 2018 Work plan includes these main elements:

- Strategy session (April)
- Business planning session aligned with budget development (June)
- Annual General Meeting (April)

The CAO recommends that the Governance Committee:

1. Approves and recommends the 2019 Work Plan to the Board of Directors as included in Attachment 1.

2. Discuss and approve changes to the Board of Directors meeting frequency starting in 2019 to achieve the work plan objectives, to 7 meetings / year.

With these changes, and due to the activity of the Governance Committee and Finance & Audit Committee, and the CAO Review Committee, the number of annual meetings of the Board of Directors and three Committees will be 14 meetings per year as follows:

- 7 Board of Directors meetings
- 3 Finance and Audit Committee meetings
- 2 Governance Committee meetings
- 2 CAO Review Committee meetings.

The new work plan is created to streamline and reduce duplication between the Board of Directors and its Committees, so each can function as intended as per Committee Terms of Reference.

3. Discuss and approve changes to Board per diems starting in 2019.

If the number of Board meeting changes from 9 to 7 annually, the per diem will increase from \$50/ meeting / board member to \$60 / meeting/ board member to be within the 2019 Preliminary Budget amount of \$23,000.

### Impact on Strategic Goals

This report supports the Metamorphosis strategic theme of *Striving for service excellence and efficiency*.

### Financial Impact

The 2019 budget amount of \$23,000 for Board of Directors Per Diems and Honorariums would allow an increase in per diem payments to Board of Director members to \$60 from the current \$50 per meeting with the proposed reduction in Board of Directors meetings.

Signed & respectfully submitted:



Hassaan Basit  
CAO/Secretary-Treasurer

Approved for circulation:



Hassaan Basit  
CAO/Secretary-Treasurer

FOR QUESTIONS ON CONTENT:

Hassaan Basit, CAO/Secretary-Treasurer

Objective(s)/Solution(s)	Actions/Activities	Results	Responsibility	Timeframe											
				JAN	FEB	March	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC
Strategic Planning and Organizational Performance	Review Strategic Plan and Refresh		BoD			X									
	Business Planning Session		BoD				X								
	Dashboard Review	Financial data to be sent to F&A Committee; Other KPI's to the full Board (2 - 4 times / year)	BoD		X										
	AGM & Inaugural		BoD				X								
Finance and Audit	Approval of Draft and Final Budget		FA / BoD					X			X				
	Approve Audited Financial Statements		FA				X								
	Review Long-term Budget Forecast		FA / BoD								X				
	Review, Budget Principles & Policies Related to Financial & Purchasing Matters ( as needed, new Board members)		FA				X								
CAO Relations	Review and Approve Annual CAO Workplan		COMP		X										
	Coaching and other Resources for CAO		COMP							X					
	Mid-year check-in / Chair , Vice-Chair		COMP					X							
	End-of-year review		COMP									X			
	Approve Performance-based Compensation for CAO		COMP									X			
	In-camera Session with CAO and Board Input		BoD									X			
Governance	Review and Approve Committee Terms of Reference		Gov			X									
	Review and Approve Governance Policies and Procedures, BoD by-laws		Gov / BoD									X			
	Conduct Board Performance Self Assesment Survey and Review Results		Gov									X			
	Approve Annual Board Workplan		Gov / BoD									X			
	Board Development & Member Orientation Program	Engagement levels	Gov												
	Election of Board Chair and Vice Chair		BoD				X								
	Election of Committee Chairs/V. Chairs		BoD				X								
	Review of By-law		Gov/ BoD	Every four years in October											
	Specific Policy and Procedures Review and Approval		BoD	As needed											
	Functioning as a Hearing Board	Training (legal) on Board Hearing Procedures under CA Act	BoD												
	Approvals under O. Reg 162/06 for Applications that didn't meet Policy		BoD												
	Strategic Advocacy/Position on Environmental Issues and Provincial Reviews		BoD												