Grand River Conservation Authority
By-Law No. 1-2026

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Introduction

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

Under the Act, municipalities within a common watershed are enabled to petition the province to establish a conservation authority. Members of the Authority are appointed as representatives by the Participating Municipalities and are effectively also Directors of the Authority.

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

Powers of authorities

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

(a) to research, study and investigate the watershed and to support the development and implementation of programs and services intended to further the purposes of this Act;

(b) for any purpose necessary to any project under consideration or undertaken by the authority, to enter into and upon any land, with consent of the occupant or owner, and survey and take levels of it and make such borings or sink such trial pits as the authority considers necessary;

(c) to acquire by purchase, lease or otherwise any land that it may require, and, subject to subsection (2) and (4), to sell, lease or otherwise dispose of land so acquired;

(d) despite subsection (2), to lease for a term of five years or less land acquired by the authority;

(e) to purchase or acquire any personal property that it may require and sell or otherwise deal therewith;

(f) to enter into agreements for the purchase of materials, employment of labour and other purposes as may be necessary for the due carrying out of any project or to further the authority's objects;

(g) to enter into agreements with owners of private lands to facilitate the due carrying out of any project;

(h) to determine the proportion of the total benefit afforded to all the participating municipalities that is afforded to each of them;

(i) to erect works and structures and create reservoirs by the construction of dams or otherwise;

(j) to control the flow of surface waters in order to prevent floods or pollution or to reduce the adverse effects thereof;

(k) to alter the course of any river, canal, brook, stream or watercourse, and divert or alter, as well temporarily as permanently, the course of any river, stream, road, street or way, or raise or sink its level in order to carry it over or under, on the level of or by the side of any work built or to be built by the authority, and to divert or alter the position of any water-pipe, gas-pipe, sewer, drain or any telegraph, telephone or electric wire or pole;

(l) to use lands that are owned or controlled by the authority for purposes, not inconsistent with its objects, as it considers proper;

(m) to use lands owned or controlled by the authority for park or other recreational purposes, and to erect, or permit to be erected, buildings, booths and facilities for such purposes and to make charges for admission thereto and the use thereof;

(n) to collaborate and enter into agreements with ministries and agencies of government, municipal councils and local boards and other organizations and individuals;

(o) to plant and produce trees on Crown lands with the consent of the Minister, and on other lands with the consent of the owner, for any purpose;

(q) generally to do all such acts as are necessary for the due carrying out of any project or as may be desirable to further the objects of the authority.

A. Definitions

"Apportionment" means the amount of net costs apportioned to participating municipalities in accordance with the Act and Regulations under the Act.

"Authority" means the Grand River Conservation Authority.

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

"Chair" means the Chairperson as referenced in the Act as elected by the Members of the Authority.

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

"Fiscal Year" means the period from January 1 through December 31.

"General Membership" means all of the Members, collectively, and effectively acting as Directors as specified in the *Ontario Not-for-Profit Corporations Act (ONCA)*.

"Majority" means half of the votes plus one.

"Members" shall mean the members appointed to the Authority by the participating municipalities in the Authority's area of jurisdiction, and the member appointed by the Minister as a representative of the agricultural sector. Members effectively act as Directors as specified in the *Ontario Not-for-Profit Corporations Act (ONCA).*

"Minister" means the Minister responsible for the administration of the Act.

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

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

"Pecuniary Interest" includes the financial or material interests of a Member and the financial or material interests of a member of the Member's immediate family.

"Secretary-Treasurer" means Secretary-Treasurer of the Authority with the roles specified in the Act.

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

"Vice-Chair" means the Vice-Chairperson as elected by the Members of the Authority.

"Weighted Majority Vote" means the votes of 51 percent of the total weighted value of the votes cast. Each member's vote is weighted by the percentage that applies under Ontario Regulation 402/22: Budget and Apportionment.

B. Governance

1. Members

a) Appointments

Participating Municipalities within the jurisdiction of the Grand River Conservation Authority may appoint Members in accordance with the Order-in-Council dated October 7, 1994. An additional member may be appointed to the Authority by the Minister as a representative of the agricultural sector.

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. When appointing members, the council of a participating municipality must ensure that at least 70 percent of its appointees are selected from among the members of the municipal council, or they may apply to the Minister for permission to select less than the prescribed percentage.

Participating Municipalities are asked to consider the following qualifications when appointing Members to ensure effective governance of the Authority:

- Knowledge of local and watershed issues;
- Relevant skills and experience in leadership, municipal governance, financial management, risk management, human resources, and or law;
- Interest and experience in issues pertinent to conservation authorities, including planning, agriculture, natural hazards, building and development, and water resources

Collectively, the appointed Members, for the purposes of this by-law, are also referred to as the General Membership. The General Membership operates as a Board of Directors.

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 Secretary-Treasurer shall notify the appropriate municipality in advance of the expiration date of any Member's term, unless notified by the municipality of the Member's reappointment or the appointment of his or her replacement. A Member is eligible for reappointment. A Member can be replaced by a Participating Municipality at the municipality's discretion prior to the end of their term.

The Minister will define the term for the Member they appoint as a representative of the agricultural sector, and they may be replaced at the Minister's discretion.

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

i. Approving by resolution, the creation of Committees and/or Advisory Boards, the members thereof, and the terms of reference for these Committees and/or Advisory Boards;
ii. Appointing a Chief Administrative Officer and/or Secretary-Treasurer;
iii. Terminating the services of the Chief Administrative Officer and/or Secretary-Treasurer.
iv. Approving establishing and implementing regulations, policies, and programs;
v. Awarding contracts or agreements where the approval of the Authority is required under the Authority's purchasing policy.
vi. Appointing an Executive Committee and delegate to the Committee any of its powers except:
    i. The termination of the services of the Chief Administrative Officer and/or Secretary-Treasurer,
    ii. The power to raise money, and
    iii. The power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the Authority.
vii. Approving by resolution, any new capital project of the Authority;
viii. Approving by resolution, the method of financing any new capital projects;
ix. Approving details on budget allocations on any new or existing capital projects;
x. Approving the total budget for the ensuing year, and approving the apportionment 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 except where approving permits has been delegated to the Chief Administrative Officer or other designated positions;
xv. Holding hearings required for the purpose of reviewing permit applications or as may be required under the Act or Regulation 41/24, and advising every applicant of their right to appeal the applicable decision directly to the Minister or through the Ontario Land Tribunal.

If a Member has been appointed representing the agricultural sector, they do not have a vote on items ix, x, and xi as per s.14 of the Act and s.2 of *O.Reg.402/22 Budget and Apportionment.*

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 Chief Administrative Officer and/or the Secretary-Treasurer and other staff of the Authority are responsible for the day-to-day operations, the General Membership is responsible for matters of governance, ensuring compliance with applicable legislation, ensuring appropriate policies are in place, and ensuring the financial soundness of the Authority.

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

All Members have the responsibility to be guided by and adhere to the Code of Conduct (Appendix 2) and Conflict of Interest Policy (Appendix 3), as adopted by the Authority.

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

In summary, 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. Acting honestly, in good faith, and in the best interests of the Authority when exercising their powers and duties;
v. Exercising the care, diligence, and skill of a reasonably prudent person when making decisions on behalf of the Authority;
vi. With the administration, setting strategic direction for the Authority.
vii. Preparing for meetings by reviewing agenda materials and participating in informed discussion and decision-making;
viii. Demonstrating responsible financial stewardship, including reviewing and approving budgets, audited financial statements, municipal apportionment, and long-term financial planning;
ix. Representing the Authority's jurisdiction in its entirety, considering watershed-wide interests and not solely the interests of any one municipality; and
x. Conducting themselves in a professional and respectful manner at all times, consistent with the Authority's Code of Conduct.

e) Applicable Legislation

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

- *Municipal Conflict of Interest Act*
- *Municipal Freedom of Information and Protection of Privacy Act*
- *Not-for-Profit Corporations Act, 2010*

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

f) Relationship Between Members and Staff

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

The General Membership will ensure that a process exists for regular performance evaluations of the Chief Administrative Officer.

2. Officers

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

Chair

- Is a Member of the Authority;
- Presides and preserves order and decorum and decides on questions of order at all meetings of the General Membership (and Executive Committee if applicable);
- Calls special meetings if necessary;
- Attends all meetings 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;
- Is a member of the Conservation Ontario Council and the Grand River Conservation Foundation;
- Performs other duties when directed to do so by resolution of the Authority.

Vice-Chair

- Is a Member of the Authority;
- Attends all meetings of the Authority (and Executive Committee if applicable);
- Carries out assignments as requested by the Chair;
- Understands the responsibilities of the Chair and acts as Chair immediately upon the death, incapacity to act, absence, or resignation of the Chair until such time as a new Chair is appointed or until the Chair resumes his/her duties;
- Serves as a signing officer for the Authority.

Chief Administrative Officer (CAO)

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

- Is an employee of the Authority;
- Attends all meetings of the General Membership (and Executive Committee if applicable) or designates an acting CAO if not available;
- Works in close collaboration with the Chair and Vice-Chair 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;
- Approves applications under the Prohibited Activities, Exemptions and Permits Regulations made under Section 28 of the Conservation Authorities Act, RSO 1990 when such applications meet the Authority's policies, are recommended by staff for approval

with or without conditions, and have a maximum period of validity that does not exceed 60 months. Note: this approval authority has also been delegated to specific designated positions by the General Membership;

- Approves permit extensions and Notices of Intent to refuse permit extensions or cancel permits made under Section 28 of the Conservation Authorities Act, RSO 1990 or the Prohibited Activities, Exemptions and Permits Regulation;
- Completes administrative reviews under the Prohibited Activities, Exemptions and Permits Regulation and reviews fee reconsideration requests.
- Is a member of Conservation Ontario Council;
- Serves as a signing officer for the Authority.

Secretary-Treasurer

- Is an employee of the Authority;
- Fulfills the requirements of the Secretary-Treasurer as defined in the Act;
- Attends all meetings of the General Membership (and Executive Committee, if applicable);
- Is the custodian of the Corporate Seal;
- Ensures notices are given and minutes are provided as required by this By-Law;
- Ensures accurate records of meetings and accounts of the Authority are kept;
- Carries out or causes to be carried out required financial transactions on behalf of the Authority;
- Is an alternate member of Conservation Ontario Council;
- Serves as a signing officer for the Authority.

3. Absence of Chair and Vice-Chair

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

4. Maximum Term for Chair and Vice-Chair

The individuals elected shall hold office until their successors are elected and will be eligible for re-election to the same office for up to a maximum of two one-year terms. With approval from the Minister, the chair or vice-chair may be re-elected for up to a maximum of four one-year terms Appointments must rotate amongst participating municipalities and a member from a specific municipality cannot be elected to succeed an outgoing Chair or Vice-Chair appointed by the same municipality.

5. Election of Chair and Vice-Chair

The election of the Chair and Vice-Chair shall be held annually at the first General Meeting of the year in accordance with the Authority's Procedure for Election of Officers (Appendix 1).

All Members shall be polled by electronic or regular mail in advance of the General Meeting at which the election is to be held to determine willingness to stand for election to the position of Chair or Vice-Chair.

In the event of a vacancy occurring in the office of Chair or Vice-Chair, the Authority shall appoint one of its Members to fill the vacancy at the next special meeting or General Meeting of the

Authority, as chosen by election in accordance with the Authority's Procedure for Election of Officers (Appendix 1).

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. The Authority shall ensure that the annual audit is prepared in accordance with generally accepted accounting principles recommended by the Public Sector Accounting Board.

7. Appointment of Financial Institution

The General Membership shall appoint a financial institution to act as the Authority's banker by Resolution as required.

8. 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 Annual General Meeting.

The Authority shall forward copies of the Audited Financial Statements and Report of the Auditor to Participating Municipalities and the Minister in accordance with Section 38 of the Act, and will make them available to the public on the Authority's website within 60 days of the Annual General Meeting.

9. Borrowing Resolution

If required, the Authority shall establish a borrowing resolution at the Annual General Meeting each year, and such resolution shall be in force until it is superseded by another borrowing resolution.

10. Corporate Policies

The Authority shall approve and amend corporate policies from time to time, including Human Resources Policies, for employees containing conditions of employment and benefits.

11. Apportionment Notice

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

12. Signing Officers

All deeds, transfers, assignments, contracts, and obligations entered into by the Authority and all cheques, promissory notes, and securities for money shall be signed by the Chair or the Vice-Chair and the Chief Administrative Officer or the Secretary-Treasurer, with the following exceptions:

i. Agreements, contracts, property leases, or other documents required to be signed by the Authority shall be signed by the Chief Administrative Officer or the Secretary-Treasurer when properly authorized by resolution of the Authority;
ii. Property leases, licenses, access agreements, or other documents related to ongoing approved programs shall be signed by the Chief Administrative Officer or the Secretary-Treasurer;

iii. Commitments to purchase goods and services may be signed by authorized buyers in accordance with the approved Purchasing Policy of the Authority;
iv. Electronic Fund Transfers (EFTs) may be initiated by staff in accordance with proper authorization in the Purchasing Policy of the Authority or resolution of the Authority;
v. Electronic signatures are considered acceptable except where expressly prohibited under the Electronic Commerce Act, 2000;
vi. Permits issued under Regulations made under the Conservation Authorities Act may be signed by the Chief Administrative Officer or Secretary-Treasurer, or designate, if so authorized by resolution of the Authority to sign and execute such documents on behalf of the Authority.
vii. Notwithstanding the above, other documents required to be signed by the Authority may be signed by the Chief Administrative Officer, Secretary-Treasurer, or designate when properly authorized by policies, procedures, or resolution of the Authority.

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

13. Advisory Boards and Other Committees

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

The General Membership shall approve the terms of reference for all such advisory boards and committees, which shall include the purpose, the frequency of meetings and the number of members required. The names of Members to serve on all Committees shall be determined by the General Membership. The Chair is an ex-officio member of every committee.

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

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

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

When an advisory board or committee has completed its work and submitted its final report, if applicable, it dissolves automatically, unless otherwise directed by the General Membership.

Audit Committee

The Audit Committee shall be appointed annually, at the Annual General Meeting, and shall meet at least twice per year, with the first meeting to take place after the Auditors have prepared the Auditors' Report, at such time and place as the Chair of the Committee shall decide.

The Audit Committee will be composed of the Chair of the Authority, the Vice-Chair, and five other members appointed by and from the General Membership. At its first meeting, the Audit Committee shall elect a Chair from its Members, excluding the Chair and Vice-Chair of the Board. The terms of reference for the Audit Committee shall be reviewed annually by the General Membership and attached to the Minutes of the meeting at which they are approved or confirmed.

14. Remuneration of Members

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

- Attendance at meetings of municipal councils to present the Authority's Annual budget and municipal apportionment requirement, if the member does not sit on that council and when such council presentations are scheduled through the Chair's office or at the request of the General Membership:
- Attendance at meetings of working groups or committees when appointed by the General Membership to such group or committee as an "official representative" of the Authority;
- Attendance at workshops, conferences or tours hosted by the Authority or Conservation Ontario, if participation is open to all Members and registration is made through the Chair's office;
- Any other business approved as eligible for a per diem allowance by the General Membership.

In the event of a scheduled meeting being adjourned for lack of a quorum, those attending a meeting so adjourned shall be entitled to receive the standard per diem rate and expense.

The Authority shall reimburse Members' reasonable travel expenses incurred for the purpose of attending approved meetings and/or functions on behalf of the Authority, including actual cost of meals, lodging, public transportation and conference fees, as applicable.

A per-kilometre rate to be paid for use of a personal vehicle shall be approved by Resolution of the General Membership from time-to-time and shall be consistent with Canada Revenue Agency guidelines. Requests for such reimbursements shall be submitted on a Per Diem & Expense Claim Sheet monthly with the distance travelled entered for each meeting and allowable expenses shown. Each Member must sign a certification printed on the sheet that the information is correct.

The Chair may submit monthly expense claims, which will be reviewed and signed by the Chief Administrative Officer, the Secretary-Treasurer, and the Vice-Chair. The purpose of this review is to ensure that the Chair's expense claims conform to any policies that have been established by the Authority, are within the approved budget, and are supported with appropriate documentation.

Remuneration for the member appointed by the Minister as a representative of the agricultural sector shall be at the expense and discretion of the Province.

15. Retention of Records

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

i. Minutes of all meetings of the Authority, including registries of statements of interests in accordance with the Municipal Conflict of Interest Act;

ii. Assets, liabilities, receipts, and disbursements of the Authority and Financial Statements and Reports of the Auditors;
iii. Human Resources Files for all employees and Members as applicable;
iv. Workplace Health and Safety documents including workplace inspections, workplace accidents, investigations, etc.;
v. Electronic Communications including emails
vi. Contracts and Agreements entered into by the Authority;
vii. Strategic Plans and other documents providing organizational direction
viii. Projects of the Authority;
ix. Technical Studies and data gathered in support of Programs of the Authority;
x. Legal Proceedings involving the Authority;
xi. Incidents of personal injury or property damage involving the Authority and/or members of the public on Authority property.

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.

16. Records Available to Public

Records of the Authority shall be made available to the public in a manner that is consistent with existing legal obligations, restrictions, and requirements, including *Municipal Freedom of Information and Protection of Personal Privacy Act (MFIPPA)* and *O.Reg. 400/22 Information Requirements*.

The Chair of the Authority shall act as head of the Authority for the purposes of MFIPPA and responsibility for administration related to MFIPPA shall be delegated to the CAO.

17. By-law Review

In accordance with the Act, these by-laws shall be reviewed by the Authority to ensure the by-laws are in compliance with the Act and any other relevant law. The General Membership shall review the by-laws on a biennial basis to ensure best management practices in governance are being followed

18. 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 Ac*t, if requested by interested parties.

19. 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*. Any individual who has reasonable grounds to believe that a Member has contravened the By-law may choose to make a complaint. The Complaint Procedure is outlined in Appendix 4.

20. 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 judgment, reasonably incurred by any such Member, Officer, or Employee in respect of any civil, criminal or administrative action or proceeding to which any such Member, Officer, or Employee is made a party by reason of being a Member, Officer, or Employee of the Authority (except in respect of an action by or on behalf of the Authority to procure a judgment in its favour) if;

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

C. Meeting Procedures

The Meeting Procedures below governing the procedure of the Authority shall be observed in Executive Committee and Advisory Board meetings, as far as they are applicable, and the words Executive Committee or Advisory Board may be substituted for the word Authority as applicable

1. Rules of Procedure

In all matters of procedure not specifically dealt with under the Act and this By-law, the current edition of Bourinot’s Rules of Order will be followed.

The Authority may choose to conduct its business as a committee of the whole. The Committee of the Whole will consist of all Members of the Authority and will be chaired by the Vice-Chair. All standing “Rules of Debate” will be observed in Committee of the Whole. The Committee of the Whole may make recommendations for consideration by the General Membership.

2. Notice of Meeting

The General Membership shall meet at least once a month at the Authority’s Head Office unless otherwise specified, and at such time as the Chair decides. The General Membership shall approve a schedule for regular meetings in advance. The Secretary-Treasurer shall send Notice of regular meetings to all Members at least five calendar days in advance of a meeting. Notice of all regular or special meetings of the General Membership, or its Executive Committee or Advisory Board, as far as they are applicable, shall be made available to the public as soon as possible after its delivery to General Membership.

Notice of any meeting shall indicate the time and place of that meeting and the agenda for the meeting. Notices of meetings shall include a notation that members are to contact the office if unable to attend.

All material and correspondence to be dealt with by the Authority at a meeting will be submitted to the Secretary-Treasurer 7 days in advance of the meeting where it is to be dealt with if it is to be included in the published agenda, or 2 days in advance if it is to be introduced at the meeting. All communications on any subject may be referred to staff or a committee without any motion or debate unless otherwise ordered by the Authority.

The Chair or the Secretary-Treasurer may, by notice in writing or email delivered to the members to be received by them at least 24 hours before the hour appointed for the meeting, postpone or cancel any meeting of an Advisory Board or other committee until the next scheduled date for the specific Advisory Board or committee affected.

The Chair or the Secretary-Treasurer may, if it appears that a storm or like occurrence will prevent the members from attending a meeting, postpone that meeting by advising as many members as can be reached or, if warranted, hold the meeting electronically, provided quorum and public participation can be met. Postponement shall not be for any longer than the next regularly scheduled meeting date.

3. Special Meetings

The Chair may, at his/her pleasure, call a special meeting of the Authority as necessary on three calendar days' notice in writing or email. That notice shall state the business of the special meeting, and only that business shall be considered at that special meeting. 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.

A special meeting may be held to amend the by-law.

Members of the Authority can participate electronically in any special meeting that occurs. A member of the Authority that is participating electronically in a special meeting will be counted in determining whether a quorum of members is present at any time during the meeting.

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

4. Meetings Open to Public

All meetings of the General Membership shall be open to the public. All electronic and hybrid meetings of the Board of Directors, and other meetings as directed by the Chair, will be webcast, except in times of technological failure e.g. Internet outage, system crash. Failure to webcast does not call a meeting into question.

A meeting or part of a meeting may be closed to the public if the subject matter being considered is identified in the closed meeting section of the Agenda or arises during a meeting requiring that it be closed to the public at the time that the matter is raised at a meeting, and the subject matter meets the criteria for a closed meeting as defined in this by-law.

5. Agenda for Meetings

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

1. Call to order by Chair
2. Certification by Secretary-Treasurer that there is a quorum of Members present
3. Review of Agenda
4. Declarations of pecuniary interest
5. Adoption of minutes of previous meeting
6. Hearing of delegations
7. Presentations
8. Correspondence
9. 1st & 2nd readings of By-laws*

10. Presentation of Reports
11. Committee of the Whole
12. Election of officers*
13. Adoption of Projects*
14. 3rd reading of By-laws*
15. Other business
16. Closed Meeting
17. Adjournment

**if applicable*

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.

6. Quorum

At any meeting of the General Membership, a quorum consists of one-half of the Members appointed by the Participating Municipalities, except where there are fewer than six such Members, in which case three such Members constitute a quorum. At any advisory board or committee meeting, a quorum consists of one-half of the Members of the advisory board or committee. Note: the Member appointed by the Minister to represent the agricultural sector, if applicable, is not counted when determining quorum.

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

If during an Authority or Advisory Board or Committee meeting a quorum is lost, then the Chair shall declare that the meeting shall stand recessed or adjourned, until the date of the next regular meeting or other meeting called in accordance with the provisions of this by-law.

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

7. Order of Business

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

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

8. Debate

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

a) A Member shall be recognized by the Chair prior to speaking;

b) Where two or more Members rise to speak, the Chair shall designate the Member who has the floor, who shall be the Member who in the opinion of the Chair was first recognized;
c) All questions and points of discussion shall be directed through the Chair;
d) Where a motion is presented, it shall be moved and seconded before debate;
e) Any Member may require the question or motion under debate to be read at any time during the debate, except while a Member is speaking;
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) A Member is allowed a time limit of ten minutes to speak on any given point, and extensions of five minute intervals may be granted at the discretion of the Chair;
h) Any Member may ask a question of the previous speaker through the Chair;
i) 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;
j) 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;
k) When a motion is under consideration, only one amendment is permitted at a time.

9. Matters of Precedence

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

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

When a member raises a point of order, he/she shall ask leave of the Chair to raise a point of order and after leave is granted shall state the point of order to the Chair and thereafter no Member shall address the Chair on the point of order except for the purpose of appealing the Chair's decision.

Where there is no appeal, the decision of the Chair shall be final, and where there is an appeal, the Authority shall decide the question without debate and the decision of the majority of the Members present shall be final.

10. Electronic Meetings and Participation

Electronic meetings are permitted and the Meeting Procedures identified in this by-law apply.

A Member can participate electronically in a meeting that is open or closed to the public and in either case may be counted in determining whether or not a quorum of members is present at any point in time, with the exception of the member appointed by the Minister who is not counted when determining quorum. The Chair of a meeting shall not be permitted to chair a meeting if they are participating electronically at the meeting, unless it is due to an emergency or extenuating circumstances.

Electronic meetings must permit all participants to communicate adequately with each other during the meeting. In the case of a loss of connection or any connection issue that impedes the ability of a Member to participate in the meeting in real time, the meeting will continue in their absence. Any attempts by the Member to reconnect and participate electronically shall not disturb the meeting or affect the validity of any additional action taken at the meeting, unless the disconnected member results in the loss of quorum.

11. Members' Attendance – In-Person and Electronic

In-person attendance at meetings should be the default for Members to allow for physical convening and dialogue. Key meetings where in-person attendance is strongly encouraged due to the significant governance discussions and decisions being made include the following:

- January – election of officers, municipal apportionment vote, CAO performance evaluation
- February – Annual General Meeting, committee appointments, final budget vote, audit results
- October – draft budget and draft municipal apportionment
- December – board of directors, chair, and vice-chair evaluation results, CAO presentation on organizational performance

Limited exceptions to in-person participation shall be permitted, including:

- Travelling for official business;
- Illness or infirmary;
- Significant geographic distance, e.g., greater than 60 minutes;
- Transportation limitations; or
- Health and safety.

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

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

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

When a member's appointment is due to expire, the appropriate municipality shall be notified at least 30 days before the date of such expiration.

12. Delegations

Any person or organization who wishes to address the Authority may make a written request to the Secretary-Treasurer on the prescribed form. If such request is received eight (8) days in advance of a scheduled meeting, and the delegation is scheduled to proceed, the delegation and the subject of the delegation shall be listed on the published agenda.

Delegations will be scheduled at the discretion of the Secretary-Treasurer in consultation with the Chair and Chief Administrative Officer, subject to:

- Volume of material on agenda
- Number of requests for a specific meeting date
- Urgency of request
- Subject matter – no delegation shall speak on a matter that is not within the jurisdiction of the Authority
- No delegation shall be made relating to litigation or potential litigation matters

Any person or organization requesting an opportunity to address the Authority, but not having submitted the prescribed form in the timelines specified above, may register as a delegation up to two business days immediately preceding a meeting of the General Membership, subject to the approval of the Secretary-Treasurer in consultation with the Chair and Chief Administrative Officer utilizing the above-listed criteria.

Registered delegations may address the Authority by joining the meeting electronically or in person. Presentation materials related to any delegation must be shared at least two business days in advance of the meeting to be circulated to Members in advance of the meeting.

Unregistered delegations present at the meeting in person may request to speak and will be limited to a maximum of three (3) minutes to address the Board, if approved by a majority of members present at the meeting. Unregistered delegations will not be allowed to present materials electronically or provide handouts.

Except by leave of the Chair or appeal by the leave of the meeting, each individual delegation shall be limited to one (1) speaker for not more than five (5) minutes. A group delegation of more than three (3) speakers presenting together will be limited to a total maximum of ten (10) minutes. When a large number of delegations wish to speak on the same topic, the time limits may be adjusted at the discretion of the Chair.

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.

Members of the public who constitute an audience during an Authority meeting may not:

- Address the Authority without permission;
- Interrupt any speech or action of the Members, or any other person addressing the Authority;
- Display or have in their possession any picket signs, placards, or other forms of written messages deemed inappropriate by the Chair;
- Speak disrespectfully to or about any person;
- Use offensive words

In exceptional circumstances, when the Chair and the Secretary-Treasurer reasonably determine that a person requesting to speak at a meeting is likely to engage in unreasonable or offensive conduct, make unreasonable or offensive statements or demands, repeatedly speak on a subject matter that is not within the Authority's jurisdiction, or otherwise misuse the privilege of speaking to the Authority Members, that person will not be allowed to appear as a Delegation at the meeting.

13. Hearings and Permit Issuance

Hearings

When a hearing is required under Part V, VI, or VIII of the Conservation Authorities Act, or under the Prohibited Activities, Exemptions, and Permits Regulations, the General Membership shall form a tribunal for the purpose of such a hearing. When hearings are to be held individual notice of hearing shall be sent by registered mail or email to the applicant, with a copy by ordinary mail or email to the applicable municipal clerk.

When a hearing is held, a letter of decision including the reasons for the decision and a copy of the resolution that includes the mover and seconder of the resolution shall be sent to the applicant by registered mail or email. A copy shall be sent by regular mail or email to those who received the hearing notice.

Permit Issuance

When a permit is approved or extended, the Authority will retain a record of the permit and a copy shall be sent by regular mail or email to the applicant, and to the appropriate municipal department.

14. Annual Meeting

The Authority shall designate one meeting of the General Membership each year as the annual meeting to be held prior to March 1 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. Receipt of the most recent report of the Audit Committee
iii. Receipt and Approval of the Auditor's Report and Audited Financial Statements for the prior year
iv. Approval of the Budget for the current year
v. Approval of Provision for Borrowing for the current year
vi. Confirmation of By-laws passed, repealed, amended, or re-enacted during the past year.

15. Meetings with Closed "In Camera" Sessions

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

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

a) The security of the property of the Authority;
b) Personal matters about an identifiable individual, including employees of the Authority;
c) A proposed or pending acquisition or disposition of land by the Authority;
d) Labour relations or employee negotiations;
e) Litigation or potential litigation, including matters before administrative tribunals (e.g. Local Planning Appeal Tribunal or Ontario Land Tribunal), affecting the Authority;
f) Advice that is subject to solicitor-client privilege;
g) A matter in respect of which the General Membership, Executive Committee, Advisory Board, or committee or other body may hold a closed meeting under another Act;

h) Information explicitly supplied in confidence to the Authority by Canada, a province or territory, or a Crown agency of any of them;
i) A trade secret or scientific, technical, commercial, financial, or labour relations information, supplied in confidence to the Authority, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
j) A trade secret or scientific, technical, commercial or financial information that belongs to the Authority and has monetary value or potential monetary value; or
k) A position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Authority.

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

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

The General Membership shall not vote during a meeting that is closed to the public, unless:
a) the meeting meets the criteria outlined in this by-law to be closed to the public; and
b) the vote is for a procedural matter or for giving directions or instructions to Officers, employees or agents of Authority.

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

A meeting of the Authority, advisory board or other committee may also be closed to the public if:
a) the meeting is held for the purpose of educating or training the Members, and
b) at the meeting, no Member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the authority, advisory board or other committee.

16. 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.

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

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

On a tie vote, the motion is lost.

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

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

If a member present at a meeting at the time of the vote requests immediately before or after the taking of the vote that the vote be recorded, each member present, except a member who is disqualified from voting by any Act, shall announce his or her vote openly answering "yes" or "no" to the question, and the Secretary-Treasurer shall record each vote. Any Members who did not stand in a recorded vote will be recorded as voting in favour.

At the meeting of the Authority at which the municipal apportionment is to be approved, the Secretary-Treasurer shall conduct the vote to approve the apportionment by a Weighted Majority of the Members present and eligible to vote, in accordance with *O.Regulation 402/22 Budget and Apportionment*. The vote to approve the budget shall also be conducted by a Weighted Majority of the Members present and eligible to vote.

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.

While the Chair is putting a question to the vote, no Member shall leave his/her seat or make any noise or disturbance until the result of the vote is declared.

Except as provided in Section B, Paragraph 5 of this By-law (Election of Chair and Vice-Chair), no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

17. Notice of Motion

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

Recommendations included in reports of advisory boards or committees that have been included in an agenda for a meeting of the General Membership 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 advisory board or committee would not be in the best interest of the Authority and that the introduction of the motion or other business shall be upon an affirmative vote of a majority of the members of the Authority present.

18. 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.

19. Duties of the Meeting Chair

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

a) Take the chair and call the members to order when a quorum is first present after the hour fixed for a meeting of the Authority;
b) 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;
c) Ensure that the public in attendance does not in any way interfere or disrupt the proceedings of the Members;
d) 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;
e) Announce the results of the vote on any motions so presented;
f) Adjourn the meeting when business is concluded.

The Chair who opens the meeting shall remain Chair of the meeting until its adjournment. If, however, the Chair for any reason wishes to vacate the chair, either temporarily or for the balance of the meeting, the Chair may appoint a Member of the Authority to take the chair in their place.

The Chair will vacate the chair while the Members are sitting as a Committee of the Whole, and, while nominations are being held for the office of Chair, Vice-Chair, or any and all other elected officers of the Authority. The Authority shall appoint a person other than a Member of the Authority to conduct such elections; who shall appoint such clerks and returning officers as is necessary to assist in holding the elections.

20. 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 2).

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.

21. Minutes of Meetings

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

If a recording secretary is not present in a closed session, the Secretary-Treasurer, or designate, 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, a list of those present and shall state all motions presented together with the mover and seconder and voting results.

The Secretary-Treasurer or designate shall include draft minutes of the previous meeting available to each member of the Authority at the same time as agendas for the next meeting are distributed. Copies of all non-confidential minutes shall be posted as part of the agenda package on the Authority's website within 30 days following the previous meeting.

After the minutes have been approved by resolution, original copies shall be signed by the Secretary-Treasurer and the Chair. 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.

Meeting recordings shall be made publicly available for later viewing, except in times of technological failure. Failure to produce a recording does not call the meeting into question.

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

By-law number 3-2025 is hereby repealed;

By-law number 1-2026 shall come into force on the 22nd day of August, 2025

READ A FIRST AND SECOND TIME	Date:	August 22, 2025
READ A THIRD TIME AND FINALLY PASSED	Date:	August 22, 2025

Signed: ______________________________
Chair

____
Secretary-Treasurer

E. Appendices to the Administrative By-law

Appendix 1 - Procedure for Election of Officers

1. Voting

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

2. Acting Chair

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

3. Scrutineer(s)

The appointment of one or more scrutineers is required to count ballots, should an election be required. All ballots shall be destroyed by the scrutineers afterward. 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 appointed by a participating municipality
   ii. Election of the Vice-chair, who shall be Members of the Authority appointed by participating municipalities.

b) The Acting Chair shall ask for nominations for each position;

c) Only current Members of the Authority who are present may vote;

d) Nominations shall be called three (3) times and will only require a mover;

e) The closing of nominations shall require both a mover and a seconder;

f) Each Member nominated shall be asked to accept the nomination. The Member must be present to accept the nomination unless the Member has advised the Secretary-Treasurer in writing or by email in advance of the election of their willingness to accept the nomination.

If one Nominee:

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

If More than One Nominee:

h) In the event of an election, each nominee shall be permitted not more than three (3) minutes to speak for the office, in the order of the alphabetical listing by surnames.

i) Upon the acceptance by nominees to stand for election to the position of office, ballots shall be distributed to the Members by the scrutineers for the purpose of election, and the Acting Chair shall ask the Members to write the name of one individual only on the ballot.

j) The scrutineers shall collect the ballots, leave the meeting to count the ballots, return, and advise the Acting Chair who was elected with more than 50% of the vote.

A majority vote shall be required for election. If there are more than two nominees, and upon the first vote no nominee receives the majority required for election, the name of the person with the least number of votes shall be removed from further consideration for the office and new ballots shall be distributed. In the case of a vote where no nominee receives the majority required for election and where two or more nominees are tied with the least number of votes, a special vote shall be taken to decide which one of such tied nominees' names shall be dropped from the list of names to be voted on in the next vote.

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

Appendix 2 - Code of Conduct

1. Background

The Grand River Conservation Authority demands a high level of integrity and ethical conduct from its General Membership. The Authority's reputation has relied upon the good judgment 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.

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

2. Advice Requested by Member

Members can request confidential proactive advice about their duties to help understand their ethical obligations and prevent potential breaches of the Code of Conduct.

All requests for advice from the Authority's third-party Investigator, ADR Chambers, shall be in writing, sent by email to *integrity@adr.ca*.

While the Investigator may discuss the issues with the Member by telephone or in person, advice provided to a Member by the investigator shall be in writing.

Where a Member requests advice from the Investigator and the Member discloses all relevant information to the Investigator for the purpose of obtaining the advice, the Member may rely on the written advice provided by the Investigator. The Investigator will be bound by the advice given to the Member as long as the information, facts and circumstances remain unchanged, in the event that the Investigator is asked to investigate a complaint.

3. General

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

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

All Members are required to:

i. uphold the mandate, vision, and mission of the Authority;
ii. consider the Authority's jurisdiction in its entirety, including their appointing municipality;
iii. respect confidentiality;
iv. approach all Authority issues with an open mind, with consideration for the organization as a whole;

v. exercise the powers of a Member when acting in a meeting of the Authority;
vi. respect the democratic process and respects decisions of the General Membership, Advisory Boards, and other committees;
vii. declare any direct or indirect pecuniary interest or conflict of interest when one exists or may exist; and
viii. conduct themselves 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.

4. Conflict of Interest

All Members shall be committed to avoiding and declaring conflicts of interest, both real and perceived. Acting in a conflict of interest is a breach of the Code of Conduct.

5. Gifts and Benefits

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

6. 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 Indigenous community, or a record that if released could reasonably be expected to prejudice the conduct of relations between an Indigenous 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.

7. 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.

8. 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.

9. Conduct at Authority Meetings

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

10. 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.

11. 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 is regularly in the business of lending money.

No Member shall act as a paid agent before the Authority or an advisory board or committee of the Authority, except in compliance with the terms of the *Municipal Conflict of Interest Act.*

12. 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.

13. 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 amended 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*.

14. 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, 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 Complaint Procedure in Appendix 4.

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 3 - Conflict of Interest

1. Municipal Conflict of Interest Act

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

2. Disclosure of Pecuniary Interest or Conflict of Interest

Where a Member, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest or conflict of interest, direct or indirect, in any matter and is present at a meeting of the Authority, Advisory Board or committee at which the matter is the subject of consideration, the Member:

a) shall, prior to any consideration of the matter at the meeting, disclose the pecuniary interest or conflict of interest and the general nature thereof;
b) shall not take part in the discussion of, or vote on any question in respect of the matter;
c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question, and,
d) shall file a written statement of the interest and its general nature to the Secretary-Treasurer at the meeting or as soon as possible afterwards.

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.

3. Advice Requested by Member

Members can request confidential proactive advice about their duties and responsibilities related to conflicts of interest to help understand their ethical obligations and prevent potential breaches of the Municipal Conflict of Interest Act and/or this policy.

All requests for advice from the Authority's third-party Investigator, ADR Chambers, shall be in writing, sent by email to *integrity@adr.ca*.

The Investigator may discuss the issues with the Member by telephone or in person, but advice provided to a Member by the investigator shall be in writing.

Where a Member requests advice from the Investigator and the Member discloses all relevant information to the Investigator for the purpose of obtaining the advice, the Member may rely on the written advice provided by the Investigator. The Investigator will be bound by the advice given to the Member as long as the information, facts and circumstances remain unchanged, in the event that the Investigator is asked to investigate a complaint.

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

6. Disclosure Recorded in Minutes

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

7. Pecuniary Interest Registry

A registry will be kept by the Secretary-Treasurer of each written statement of pecuniary interest filed along with a copy of each declaration recorded in the minutes. The registry shall be made available for public inspection upon request submitted to the Secretary-Treasurer.

8. 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, 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 Complaint Procedure in Appendix 4.

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 4 – Complaint Procedure

Any individual who has reasonable grounds to believe that a Member has contravened the By-law requirements may choose to pursue the concern(s) through the Informal Complaint Procedure or Formal Complaint Procedure as detailed below.

Individuals are encouraged to address their concerns directly with the Member using the Informal Complaint Procedure; however, it is not a prerequisite for pursuing the Formal Complaint Procedure.

1. Informal Complaint Procedure

i. Document the incident(s) where the Member may have contravened requirements, including dates, times, locations, other persons present, and any other relevant information;
ii. Directly advise the Member that the behaviour or activity appears to be a contravention;
iii. Identify to the Member the specific provision(s) of the By-law that may have been contravened;
iv. Encourage the Member to acknowledge and agree to stop the behaviour or activity and to refrain from future occurrences;
v. Consider the need to pursue the matter as a Formal Complaint

2. Formal Complaint Procedure

x. A Complaint shall be in writing on the prescribed Formal Complaint Form available on the GRCA's website and shall be dated and signed by an identifiable individual.
xi. A Complaint must set out reasonable grounds for the allegation(s) that the Member has contravened the By-law and set out the evidence in support of the allegation(s)
xii. The Complaint must be marked confidential and submitted by hard copy or email to:

    ADR CHAMBERS
    Attention: Office of the Integrity Commissioner
    2001 Sheppard Ave.E. #200
    North York ON M2J 4Z8
    Email: integrity@ADR.ca

xiii. Upon receipt of the Complaint, ADR Chambers will notify the Deputy CAO/Secretary-Treasurer or designate, who shall advise the Chair.
xiv. The Investigator may dispense with a requirement under this section where an accommodation under the *Ontario Human Rights Code* is required or it is in the interests of fairness to do so.

3. Limitation Period

Complaints about alleged events that occurred more than six (6) weeks before the date of the filing of the Complaint will not be investigated.

4. Investigation

The investigator may proceed as follows, except where they have determined that they have a full factual record and believe that no additional information is required, or where they have not otherwise terminated the investigation:

i. Provide the Member(s) with a copy of the Complaint, which shall not disclose the identity of the complainant or the identity of any witnesses set out in the Complaint or persons that are to be questioned/interviewed as part of the process, unless this information is essential for the Member to adequately respond to the Complaint. This determination shall be made in the sole discretion of the investigator.

ii. Request that the Member provide a written response to the allegations in the Complaint to the investigator within ten (10) calendar days.

iii. Provide a written copy of the Member(s)'s responses to the complainant with a request that any written reply be provided by the complainant to the investigator within ten (10) calendar days

iv. If necessary, after reviewing the submitted materials, the investigator may contact, speak to, or correspond with any other persons, access and examine any other documents or electronic materials, and may enter any GRCA work location relevant to the Complaint for the purpose of investigation and potential resolution.

v. If during the course of an investigation, the investigator discovers that the Member may have committed another contravention of the by-law, the investigator shall have the authority to investigate and report on that matter.

vi. If the investigator considers that that the Member may have contravened the by-law, the Member will advise the Member and the Member shall have five (5) calendar days to provide additional, final submissions.

vii. The investigator may make interim reports to the Board where the investigator considers it necessary or required.

viii. The Investigator may dispense with a requirement under this section where an accommodation under the *Human Rights Code* is required or it is in the interests of fairness to do so.

5. Refusal to Conduct Investigation

If the investigator determines that a Complaint is frivolous, unfounded, or otherwise does not warrant further review, they may decline to conduct an investigation and dismiss the complaint. If such circumstances become evident during an investigation, the investigator may terminate the process. In all cases, the investigator shall provide written notice to the complainant and, where appropriate, to the Member(s) involved.

6. Investigation Report and Findings

i. The investigator shall seek to complete an investigation within ninety (90) days following the official receipt of any Complaint under this by-law, or any additional clarification or information necessary to complete the investigation, whichever is later.

ii. Where the Complaint is substantiated in whole or in part, the investigator shall prepare a report to the Board outlining the findings, the terms of any settlement, and/or any recommended penalties, remedial actions, or corrective actions.

iii. A Member shall have the right to address the recommendations in a report that has made a finding of a contravention when the Board considers the report. The Member themselves may participate in the discussion of the recommendations but may not vote on the matter. A Member is not entitled to challenge, contest, or question the findings of an investigator's report.

iv. The role of the Board is to consider the investigator's report and the recommendations, if any, to decide on the recommended penalties, remedial measures, and/or corrective actions. The Board's role is adjudicative, not investigative; accordingly, Members are not entitled to challenge, contest, or question the findings of an investigator's report.

v. Where the complaint is not substantiated, the investigator is not obligated to report to the Board on the result of the investigation or any findings, but may do so in their sole discretion and may also include such information as they deem necessary in a report.
vi. If the investigator determines that:
    a) There has been no contravention of the by-law, or
    b) A contravention occurred, but:
        (i) The Member took all reasonable measures to prevent it,
        (ii) It was trivial,
        (iii) It was committed through inadvertence, or,
        (iv) It resulted from an error in judgment made in good faith

The investigator may so state in the report and may make appropriate recommendations, including but not limited to a recommendation of no penalty, and no imposition of remedial measures or corrective actions.

7. Reporting to Board

i. Upon receipt of a report from the investigator, the Deputy CAO/Secretary-Treasurer or designate shall place the report on the regular agenda for the next scheduled meeting for consideration by the Board at that meeting, unless a special meeting has been called as per Section C.3 of the by-law to consider the report.

8. Confidentiality and Public Disclosure

i. In order to maintain the integrity of any process of inquiry or investigation, every person interacting with the investigator, including the complainant, the Member, any witness, or any other person, shall preserve confidentiality with respect to all matters and shall not disclose any information related to the investigation to any other person unless so authorized by the investigator. A breach of this provision by the complainant may result in a termination of the Complaint.
ii. The investigator shall retain all records related to the Complaint and investigation, although copies may be provided to the GRCA's administrative staff in the Office of the CAO.
iii. The identity of the Member who is the subject of the Complaint shall not be treated as confidential information in the investigator's report to the Board. The identity of the complainant and of any other person, including any witnesses, shall remain confidential but may be disclosed if deemed appropriate and necessary by the investigator, if consented to by the complainant or any other person, or if such information has already been publicly disclosed.
iv. All reports from the investigator to the Board shall be made available to the public by the Deputy CAO/Secretary-Treasurer or designate and are published via the meeting agenda in which they are considered.