

Administrative By-Law

For the Upper Thames River Conservation Authority



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Revision Date	Details
March 2022	Comprehensive Review of Administrative By-Law, amendments based on input provided by N. Bellchamber
June 2023	<p>Additions:</p> <ul style="list-style-type: none"> - Ontario Not-For-Profit Corporations Act - Legislative updates to the Conservation Authorities Act, effective January 1, 2023 and July 1, 2023 - Meeting Procedures for electronic meetings / hybrid
August 2024	<p>Amended to reflect Ontario Regulations 402/22 Amended to reflect Ontario Regulations 41/24</p> <p>Additions:</p> <ul style="list-style-type: none"> - Additional role of Vice Chair on the Finance and Audit Committee - Combining roles of General Manager and Secretary Treasurer for conciseness - Clarity for notice of motion process - Updated delegation process
2025	<p>Amended to reflect Ontario Regulation 402/22 Amended to comply with Municipal Freedom of Information and Protection of Privacy Act (MFIPPA) re: MFIPPA Head</p> <p>Additions:</p> <ul style="list-style-type: none"> - Update to Board of Directors Remuneration as per Board resolution - Reference added for members attending online during closed session - Updated Vision, Mission and Values

UPPER THAMES RIVER CONSERVATION AUTHORITY

Administrative By-Law

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I. Administrative By-Law

Introduction

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

Under the Act, municipalities within a common watershed are enabled to petition the province to establish a conservation authority. Members of the Authority are appointed as representatives by the Participating Municipalities and are effectively directors also of the Authority. Members of the UTRCA as established by the [1993 Order In Council](#) and is as follows:

Participating Municipality and designated groups for the purpose of appointing members	Appointed Representatives
City of London	Four members
Municipality of Middlesex Centre	One member
Municipality of Thames Centre and Township of Lucan-Biddulph	One member
Township of Blandford-Blenheim and Township of East-Zorra Tavistock	One member
Town of Ingersoll	One member
Municipality of Norwich & Township of South-West Oxford	One member
City of Woodstock	One member
Township of Zorra	One member
Municipality of West Perth	One member
Township of Perth East	One member
Township of Perth South, Town of St. Marys and Municipality of South Huron	One member
City of Stratford	One member

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

The Members of the Conservation Authority form the Board of Directors 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).

Vision of the UTRCA

Communities engaged in a healthy, resilient environment.

Mission of the UTRCA

To conserve and protect the watershed through science, education, policy, action and experiences in nature.

Values

Leadership

- We model and encourage sustainable, innovative stewardship of the watershed

Collaboration

- We partner to protect and promote a healthy environment and resilient communities

Integrity

- We act with transparency and accountability and root our work in science

Short term Goals

The short-term goals are presented in the current strategic plan.

Powers of authorities

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(p) REPEALED;

(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 Upper Thames River Conservation Authority

“**Act**” means the [Conservation Authorities Act, R.S.O. 1990, chapter C.27](#), as amended from time to time.

“**Agricultural Representative**” means the member appointed by the Minister to the Authority at the discretion of the Minister. The agricultural representative shall not vote on resolutions related to budgetary matters and enlargements, amalgamations and dissolution of the authority as prescribed in section 14 (4.0.1) of the Act.

“**Benefit-based apportionment method**” means that portion of an Authority’s levy that meets the definition of benefit-based apportionment method as found in Ontario Regulation 402/22.

“**Board or Board of Directors**” means the members of the Authority acting in a duly constituted meeting.

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

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

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

“**General Manager**” means the General Manager/Secretary-Treasurer as 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.

“**General Membership**” means all of the Members, collectively and effectively acting as directors as specified in the *Ontario Not-For-Profit Corporations Act (ONCA)*.

“**Modified Current Value Assessment (MVCA) Apportionment method**” means a method of apportioning an authority’s operating expenses and capital costs that is based on the modified current value assessment of the properties within the authorities’ area of jurisdiction.

“**Majority**” means a whole number equaling more than half of a total.

“**Members**” shall mean the members appointed to the Authority according to section 14 of the Act who have the authority to act on behalf of the corporation and a member appointed to the Authority by the Minister as a representative of the agricultural sector (as applicable) and effectively act as directors as specified in the *Ontario Not-For-Profit Corporations Act (ONCA)*.

“**Minister**” means the minister as defined in the Conservation Authorities Act.

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

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

“Secretary-Treasurer” means General Manager/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 per cent of those representative in attendance after the votes are weighted by the percentage in accordance with Section 19 of O.Reg 402/22.

B. Governance

1. Members

1.1 Appointments

Participating Municipalities within the jurisdiction of the Upper Thames River Conservation Authority shall appoint Members in accordance with Section 14 of the Act. Participating municipalities and designated groups of municipalities for the purposes of appointing members are provided in the UTRCA's [1993 Order In Council](#) . For detailed current explanation, refer to the [governance section of the Authority's website](#).

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

The minister may appoint a representative from the agricultural sector for a term up to four years. An extension may be granted at the discretion of the minister. Section 14 of the Act specifies that the member of the authority appointed by the minister shall not vote on resolutions related to any budgetary matter. In addition, the appointed member may not vote on resolutions: to enlarge an authority's area of jurisdiction, to amalgamate an authority with another, or to dissolve an authority.

1.2 Term of Member Appointments

In accordance with Section 14 of the Act, a Member shall be appointed for a term of up to four years at the discretion of the appointing participating municipality; such term beginning at the first meeting of the Authority following their appointment and ending immediately before the first meeting of the Authority following the appointment of their replacement. The General Manager/Secretary-Treasurer shall notify the appropriate municipality in advance of the expiration date of any Member's term, unless notified by the municipality of the Member's reappointment or the appointment of their 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.

1.3 Powers of the Authority

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

- i. Approving by resolution, the creation of Committees and/or Advisory Boards, the members thereof and the terms of reference for these Committees and/or Advisory Boards;
- ii. Appointing a General Manager / Secretary-Treasurer;
- iii. Terminating the services of the General Manager / Secretary-Treasurer.
- iv. Approving establishing and implementing regulations, policies and programs;
- v. Awarding contracts or agreements where the approval of the Authority is required under the Authority's purchasing policy.
- vi. Appointing an Executive Committee and delegate to the Committee any of its powers except:
 - i. The termination of the services of the General Manager / Secretary-Treasurer,
 - ii. The power to raise money, and
 - iii. The power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the Authority.
- vii. Approving by resolution, any new capital project of the Authority;
- viii. Approving by resolution, the method of financing any new capital projects;
- ix. Approving details on budget allocations on any new or existing capital projects;
- x. Approving 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 acquisition of land or disposition of land, subject to the requirements under the Act;
- xiv. Approving permits or refusing permission as may be required under any regulations made under Section 28 of the Act;
- 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 decision directly to the Minister or through the Ontario Lands 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 Ontario Regulation 402/22 Budget and Apportionment.

1.4 Member Accountability

Participating Municipalities appoint Members to the Authority as their representatives. Members have the responsibilities of Directors of the corporation that is the Authority. While the General Manager/Secretary-Treasurer and other staff of the Authority are responsible for the day-to-day operations, the Board of Directors is responsible for matters of governance, ensuring compliance with applicable legislation, and ensuring appropriate policies are in place and for financial soundness of the Authority.

Every member and officer in exercising their powers and 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 1) and the Municipal Conflict of Interest Act (Schedule A), as adopted by the Authority. Additionally, the agricultural representative appointed by the Minister will be required to follow the provincial ethical framework set out for government public appointees in the Management Board of Cabinet's Agencies and Appointments Directive.

Members are responsible for:

1. Attending all meetings of the Authority;
2. Understanding the purpose, function and responsibilities of the Authority;
3. Being familiar with the Authority's statutory and other legal obligations;
4. With the advice from the administration, setting strategic direction for the Authority.

1.5 Applicable Legislation

In addition to the Conservation Authorities Act and Regulations, 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*
- *Occupational Health and Safety Act, and*
- *Not-for-Profit Corporations Act, 2010*

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

1.6 Relationship Between Members and Staff

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

The Board of Directors will ensure that a process exists for regular performance evaluations of the General Manager / Secretary-Treasurer.

- a) The Board delegates the day-to-day operation of the Authority to the General Manager.
- b) The authority of the General Manager / Secretary-Treasurer is contained within Policies and By-laws. Individual Directors' do not have the authority to issue directions to the General Manager / Secretary-Treasurer or the Authority staff.
- c) If Board Directors wish to make suggestions or requests to staff, they do so through the General Manager / Secretary-Treasurer. The General Manager / Secretary-Treasurer reserves the right to manage those requests at their discretion.
- d) In the event of the resignation, termination, death, disability or otherwise unavailability of the General Manager / Secretary-Treasurer to perform the

responsibilities of the position, the Board shall appoint an Acting General Manager / Secretary-Treasurer to assume the responsibilities within five (5) business days.

- e) The General Manager / Secretary-Treasurer reports to the Board annually regarding compliance and accomplishments.

2. Officers

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

Chair

- a) Is a Member of the Authority, and preferable but not required, a member who has served a minimum of one year on a Conservation Authority Board of Directors;
- b) Presides at all meetings of the Board of Directors (and Executive Committee if applicable);
- c) Attends all Hearing Committee and Finance and Audit Committee meetings;
- d) Calls special meetings if necessary;
- e) Acts as a public spokesperson on behalf of the Board of Directors;
- f) Serves as signing officer for the Authority;
- g) Ensures relevant information and policies are brought to the Authority's attention;
- h) Keeps the Board of Directors apprised of significant issues in a timely fashion;
- i) Performs other duties when directed to do so by resolution of the Authority.
- j) Chair Source Protection Authority meetings;
- k) Serve as the Authority's voting representative on Conservation Ontario Council (CO), unless otherwise designated
- l) Annually evaluates the performance of General Manager / Secretary-Treasurer measuring their performance against the Authority's strategic plan and financial and human resources goals of the organization and recommend the annual salary and pay for performance of the General Manager / Secretary-Treasurer for consideration to the Board Members.

Vice-Chair

- a) Is/are a Member of the Authority, and preferable but not required, a member who has served a minimum of one year on a Conservation Authority Board of Directors;
- b) Attends all Board meetings, Finance and Audit Committee meetings, and Hearing Committee meetings;
- c) Carries out assignments as requested by the Chair;
- d) 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 their duties;
- e) Serves as a signing officer for the Authority.
- f) Serves as the Authority's alternate voting representative on Conservation Ontario Council (CO), in the event the Chair is not available to attend;
- g) Participates in the annual evaluation of the performance of General Manager / Secretary-Treasurer measuring their performance against the Authority's strategic plan and financial and human resources goals of the organization.

General Manager / Secretary-Treasurer (GM)

The duties of the Chief Administrative Officer / General Manager and the Secretary-Treasurer may be combined and assigned to a single position, in which case the person

is an Officer called the General Manager. Responsibilities of the GM as assigned by the Authority include, but are not limited to the following:

- a) Is an employee of the Authority;
- b) Attends all meetings of the Board of Directors (and Executive Committee if applicable) or designates an acting GM if not available;
- c) Works in close collaboration with the Chair and Vice-Chair and keeps them apprised of relevant information and significant issues in a timely fashion;
- d) Develops a strategic planning process for approval by the Board of Directors and Implements short and long-range goals and objectives;
- e) Is responsible for the management of the operations of the Authority, including all staff and programs of the Authority;
- f) Ensures resolutions of the Authority are implemented in a timely fashion;
- g) 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;
- h) Serves as a signing officer for the Authority;
- i) Fulfills the requirements of the Secretary-Treasurer as defined under the Act;
- j) Is the custodian of the Corporate Seal;
- k) Serves as the Authority's second alternate voting representative on Conservation Ontario Council (CO), in the event the Chair and Vice-Chair are not available to attend;

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 comprising a quorum shall appoint an Acting Chair who, for the purposes of that meeting, has all the powers and shall perform all the duties of the Chair.

4. Maximum Term for Chair and Vice-Chair(s)

Both the Chair and Vice-Chair shall hold office for a term of one year and shall serve for no more than two consecutive terms. Notwithstanding these terms, the Minister may grant permission (upon application by an Authority or a participating municipality) for a Chair or Vice-Chair to serve for a term of more than one year or to hold office for more than two consecutive terms.

5. Representatives to Conservation Ontario Council

The Authority may appoint up to three Representatives to Conservation Ontario Council ("Council"), designated as Voting Delegate and Alternate(s). Council will consist of the Voting Delegates appointed by each Member Conservation Authority. The Voting Delegate and Alternates shall be registered with Conservation Ontario annually. UTRCA Chair will serve as the Voting Delegate, with the Vice-Chair and General Manager as first and second alternates respectively.

6. Election of Chair and Vice-Chair

The election of the Chair and Vice-Chair shall be held at the first meeting held each year in accordance with the Authority's Procedures for Election of Officers (Appendix 2). Successors to the positions of Chair and Vice-Chair shall be a Member from a different participating municipality from the incumbent. Upon application by an Authority or a participating municipality, the Minister may grant permission for a member who was

appointed to the Authority by the same participating municipality that appointed the outgoing Chair or Vice-Chair to serve as Chair or Vice-Chair.

7. Appointment of Financial Institution

The Board of Directors shall appoint a financial institution to provide banking services to the Authority by Resolution as required.

8. Appointment of Solicitor

The Board of Directors shall appoint a solicitor to act as the Authority's legal counsel.

9. Appointment of the Auditor

The Board of Directors shall appoint an auditor in accordance with Section 38 of the Act.

The Authority's accounts and transactions will be audited annually by a person licensed under the *Public Accounting Act, 2004* and shall ensure that the annual audit is prepared in accordance with generally accepted accounting principles for local governments recommended by the Public Sector Accounting Board of the Chartered Professional Accountants of Canada.

The Board of Directors shall receive and approve the report of the auditor for the previous year at the May meeting.

The Authority shall forward copies of the Audited Financial Statements and Report of the Auditor to Participating Municipalities and the Minister in accordance with Section 38 of the Act and will make the Audited Financial Statements available to the public on the Authority's website within sixty (60) days of receiving the Auditor's Report, and at the Administrative Offices.

10. Borrowing Resolution

If required, the Authority shall establish a borrowing resolution, which may be renewed as needed. The signing officers are empowered to arrange for the borrowing of the funds necessary for approved projects and programs of the Authority.

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 shall be signed by the Chair or the Vice Chair and the General Manager. These officers are empowered to sign such documents as are necessary for transactions approved by the Authority's Board of Directors.

Other signing officers for operational purposes include all Unit Managers and others engaged in day-to-day signing activities. Examples of such transactions are issuing payroll, and making payments for purchases, by either cheque for Electronic Funds Transfer (EFT). Two signers shall verify each payment just as two people shall be involved in executing funding agreements, contracts and investment transactions. Those other staff positions are:

- Manager, Community and Corporate Services
- Manager, Water and Information Management

- Manager, Integrated Watershed Management
- Manager, Environmental Planning and Regulations
- Manger, Lands, Facilities and Conservation Areas
- Supervisor, Finance and Accounting
- Financial Analyst
- Payables and Payments Administrator
- Human Resources Coordinator
- Human Resources/ Payroll

Any changes to Signing Officers will be disclosed annually to the Board in the Factual Certificate.

13. Executive Committee

The Authority may appoint an executive committee at the first meeting of the Board of Directors each year in accordance with the Section 19 of the Act and Section 1(c)(vi) of this by-law.

14. 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 Board of Directors shall approve the terms of reference for all such advisory boards and committees, which shall include the role, the frequency of meetings and the number of members required.

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

Each advisory board or committee shall report to the Board of Directors, presenting any recommendations made by the advisory board or committee.

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

The election of the Advisory Board and Committees shall be held at the first meeting held each year and will follow the Authority's Procedures for Election of Officers (Appendix 2).

Advisory Boards of the Upper Thames River Conservation Authority are:

a. The Finance & Audit Committee

The Finance and Audit Committee is a Standing Committee that meets at the call of the Finance and Audit Committee Chair. The Committee consists of the Chair, the Vice-Chair, and no fewer than one, but no more than three other members shall be elected from the Board. A Committee Chair will be elected at the first meeting of the year.

b. Hearings Committee (this fills the role of the Executive Committee)

The Hearings Committee is a Standing Committee that meets at the call of the Chair and follows the [Hearing Guidelines for Conducting Hearings Pursuant to the Section 28 of the Act](#). The Committee consists of the Chair, Vice-Chair, the Past Chair provided they are a member of the Authority, and two other members shall be elected from the Board. The Hearings Committee shall also serve as Executive

Committee when required; however, the practice of the Board is to deal with all matters before the whole Board rather than an Executive Committee.

- c. **Source Protection Striking Committee** The UTRCA also sits as the Source Protection Authority pursuant to the Clean Water Act and Regulations or Minister's direction. The *Clean Water Act, 2006* requires that the Source Protection Authority for each Source Protection Region, form, and maintain, a Source Protection Committee. In the Thames-Sydenham and Region, the Upper Thames River, Lower Thames Valley and St. Clair Region Source Protection Authorities share this role. The Striking Committee shall have one representative from each Source Protection Authority to carry out the responsibilities related to the formation and maintenance of the Source Protection Committee. The Source Protection Authorities' General Managers and the Program Coordinator provide support to the Striking Committee.

15. Remuneration of Members

The Authority shall establish a per-diem rate to be paid to Members for attendance at General Meetings and Advisory Board or Committee meetings, and at such other business functions as may be from time to time requested by the Chair, through the General Manager / Secretary-Treasurer. The per diem rate of remuneration for board members shall be set using the Province of Ontario's Agencies and Appointment Directive Schedule A, Level 1, Members. In addition, an honorarium may be approved by the Authority for the Chair and Vice-chair as compensation for their additional responsibilities and shall be updated annually as per the annual salary grid adjustments for Authority salaried and contract staff. A single per-diem will be paid for attendance at more than one meeting if they occur consecutively on the same day. If no quorum is present, the per diem rate shall be paid to those in attendance.

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

The Authority shall reimburse Members' reasonable travel expenses incurred for the purpose of attending meetings and/or functions on behalf of the Authority. A per-kilometre rate to be paid for use of a personal vehicle shall be updated annually to reflect the Department of Finance Canada's annual automobile income tax deduction limits and expense benefit rates. Requests for such reimbursements shall be submitted within a timely fashion and shall be consistent with Canada Revenue Agency guidelines.

16. Records Retention

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

- i. Minutes of all meetings of the Authority, including registries of statements of interests in accordance with the *Municipal Conflict of Interest Act*;
- ii. Assets, liabilities, receipts and disbursements of the Authority and Financial Statements and Reports of the Auditors;
- iii. Human Resources Files for all employees and Members as applicable;
- iv. Workplace Health and Safety documents including workplace inspections, workplace accidents, investigations, etc.;
- v. Electronic Communications including emails
- vi. Contracts and Agreements entered into by the Authority;
- vii. Strategic Plans and other documents providing organizational direction;

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

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

17. Records Available to Public

Records of the Authority shall be available to the public as required pursuant to, the *Municipal Freedom of Information and Protection of Personal Privacy Act* (MFIPPA) and further to O. Regulation 400/22 Information Requirements.

The 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 General Manager.

18. 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 Board of Directors shall review the by-laws annually to ensure best management practices in governance are being followed.

19. 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.

20. Enforcement of By-laws and Policies

The Board members shall respect and adhere to all applicable by-laws and policies (for example, the Code of Conduct and Conflict of Interest, Appendix 1 and Schedule A, respectively). 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 shall be as follows:

- 20.1 Board members are encouraged to resolve disagreements and conflicts through one-on-one discussion in order to remedy a behaviour or activity contrary to the UTRCA policies. However, it is not required to have a discussion prior to pursuing the Formal Complaint Procedure as described below:
- 20.2 The Formal Complaint Procedure shall be as follows:
 - a) A dated signed written complaint detailing the relevant particulars shall be submitted to the General Manager;
 - b) Upon receipt of the complaint, the General Manager or designate shall prepare an information package to provide to the Board in closed session at a regularly scheduled meeting advising that a complaint was received. A report shall include the following information subject to any requests to maintain privacy (and administered in accordance with applicable privacy legislation):

- i. The Complaint: names of alleged offender and complainant, date the written complaint was received etc.;
 - ii. A copy of the Policies that are relevant;
 - iii. Such other information or documentation that the General Manager/Secretary Treasure or designate deems relevant,
- c) An investigation will be conducted regarding the alleged breach. The Board may choose to engage an independent investigator to investigate the alleged breach.
- d) The findings of the investigation and the Board Member's response will be communicated to the Board in a closed meeting within 60 days of the receipt of the information package.
- e) The Board Member will be given a reasonable opportunity as established by the Board to respond to the allegation.
- f) The Board may choose to enforce the regulation or policy following debate by, among other things, including but not limited to the following:
 - i. Requesting adherence to the regulation or policy in the future;
 - ii. Imposing procedures to monitor adherence to the regulation or policy in future;
 - iii. If the member is chair or vice chair of a committee of the Board or advisory board, removing the member from that position; or
 - iv. Recommending to the municipality that the appointed member that the appointment be revoked, and a replacement be appointed.
- g) The information package, outcome of the investigation, and decision of the Board shall be forwarded to the Board Member's appointing municipality and the integrity commissioner of the Board Member's appointing municipality to inform them of the complaint.

21. Indemnification of Members, Officers and Employees

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

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

C. Meeting Procedures

The Meeting Procedures below governing the procedure of the Authority shall be observed in Executive Committee and Advisory Board meetings, as far as they are applicable, and the words Executive Committee or Advisory Board may be substituted for the word Authority as applicable. When the Authority or Executive Committee, as the case may be, are sitting as a Hearing Board, hearings will meet the requirements of the *Statutory Powers and Procedures Act SPPA*, the details of which are specified in the *UTRCA Hearing Guidelines for Conducting Hearings Pursuant to Section 28 of the Conservation Authorities Act*.

1. Rules of Procedure

1.1 In all matters of procedure not specifically dealt with under the Act and this By-law, Parliamentary Procedure, as specified in Robert's Rules of Order Simplified and Applied, Third Edition, will be followed.

2. Notice of Meeting

2.1 The Board of Directors shall approve a schedule for regular meetings in November for the upcoming year. The schedule will be posted to the Authority website December 1st. The Secretary-Treasurer shall send Notice of regular meetings to all Members at least seven calendar days in advance of a meeting. Such notice shall include time, place, agenda, and shall be posted on website. Notice of all regular or special meetings of the Board of Directors or its committees shall be made available to the public no later than one business day after it is delivered to the Board of Directors.

2.2 Notice of any meeting shall indicate the time and place of that meeting and the agenda for the meeting.

2.3 Communications to be dealt with by the Authority shall be delivered to the Secretary-Treasurer ten days in advance of the meeting where it is to be dealt with if it is to be included in the published agenda, or one to seven days if it is to be introduced at the meeting.

2.4 The Chair may direct the Secretary-Treasurer, to 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. Upon petition of the majority of the members the Secretary-Treasurer shall call a special meeting of the Authority and only that business cited on the petition shall be considered at that special meeting.

2.5 The Chair in consultation with Secretary-Treasurer/General Manager may cancel, postpone, or reschedule electronically a meeting in the case of actual or pending inclement weather or other urgent situation, by notice in writing or email delivered to the members so as to be received by them at least 12 hours where practical before the hour appointed for the meeting. Postponement shall not be for any longer than the next regularly scheduled meeting date.

3. Meetings Open to Public

3.1 All meetings of the Board of Directors and Committees, shall be open to the public as per Section 15(3) of the Act. Where possible, the Authority will provide for alternative means for the public to participate in meetings electronically.

3.2 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 Section C.12 in this by-law.

4. Agenda for Meetings

4.1 Authority staff, under the supervision of the Secretary-Treasurer, shall prepare an agenda for all regular meetings of the Authority.

4.2 An agenda which shall include, but not necessarily be limited to, the following headings:

1. Territorial Acknowledgement
2. Modifications to the Agenda
3. Declaration of Pecuniary Interest
4. Presentations/Delegations
5. Administrative Business
 - i. Approval of Minutes of Previous Meeting
 - ii. Business Arising from Minutes
 - iii. Correspondence
6. Reports – For Consideration
7. Reports – In Camera
8. Reports – Information
9. Reports – Committee Updates
10. Notices of Motion
11. Chair's Comments
12. Members Comments
13. General Manager's Comments
14. Adjournment

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

5 Quorum

5.1 At any meeting of the Authority, a quorum consists of one-half of the members appointed by the participating municipalities, except where there are fewer than six such members, in which case three such members constitute a quorum (per s16(2) CAA). Note: the member appointed by the Minister to represent agricultural interests is not part of quorum.

5.2 If there is no quorum within one quarter hour after the time appointed for the meeting, the meeting shall stand adjourned due to a lack of a quorum. The recording secretary shall record the names of the Members present and absent.

5.3 If during an Authority or Advisory Board or Committee meeting a quorum is lost and not regained within fifteen minutes of quorum being lost, then the meeting shall stand adjourned, until the date of the next regular meeting or other meeting called in accordance with the provisions of this by- law.

5.4 Where the number of Members who are disqualified from participating in a meeting due to the declaration of a pecuniary 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. Municipal conflict of interest act R.S.O 1990, c. .50, s. 7.(1).

6 Order of Business

6.1 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.

7 Debate

7.1 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 wish 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) Motions shall be moved and seconded before debate;
- e) No Member shall speak more than once to the same question without leave from the Chair, except in explanation of a material part of the speech;
- f) No Member shall speak more than 10 minutes without leave of the Chair;
- g) Any Member may ask a question of the previous speaker through the Chair;
- h) The Member who has presented a motion, other than a motion to amend, postpone, refer, lay on the table, or other subsidiary 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 vote on the motion, or to adjourn;
- j) When a main motion is under consideration, only one amendment is permitted at a time. It cannot be in opposition to the main motion. Only one amendment may be permitted to an amendment.
- k) To reconsider a vote on a motion, only a member who voted on the prevailing side can make the motion requiring a majority vote to adopt. Members must make this motion at the same meeting in which the vote was taken and cannot be reconsidered.

8 Members' Attendance

8.1 The Authority shall provide a listing of Members' attendance as part of each meeting's published minutes.

8.2 Where a vacancy occurs, the Authority shall request the municipality that was represented by that Member appoint a Member replacement.

8.3 The Board Chair will notify the appointing municipality when a Board Director is absent from three (3) consecutive meetings or five (5) meetings in a year.

9 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 a quorum of members is present at any point in time. Electronic meetings must permit all participants to communicate adequately with each other during the meeting. For open electronic meetings, the public must have the opportunity to observe electronically all that Members can hear and see at the meeting.

- 9.1 Electronic participation in meetings shall be permitted during any period of time. For further clarity, any hearing or appeal that is dealt with in this By-Law may be conducted as a hybrid meeting with provisions for applicants and their agents to participate if the Hearings Committee decides to hold any such hearing or appeal as an electronic or hybrid meeting. All such meetings shall be open to the public unless the meeting is closed to the public pursuant to Section C.3 of this By-Law. The General Manager, in consultation with the Administrative Assistant, may direct that a Board of Directors, Executive Committee, advisory board or other committee meeting be conducted electronically or as a hybrid meeting, via a meeting platform.
- 9.2 A Board Member shall be permitted to participate by electronic means in any Board of Directors, Executive Committee, advisory board or other committee meeting. Any Member participating by electronic means shall have the ability to:
 - a) register a vote;
 - b) be counted towards determining quorum for both open and closed session; and
 - c) participate in a meeting that is closed to the public.
- 9.3 The Board Member or advisory board member who wishes to participate by electronic means shall provide the Administrative Assistant a minimum of 48 hours' notice, or as much time that is practically required to ensure appropriate preparations for a hybrid meeting.
- 9.4 Members attending by electronic means that is closed to the public shall declare at the start of the closed session that they will maintain the confidentiality of the closed session through ensuring that they are alone and that any discussions cannot be overheard.
- 9.5 Electronic meetings shall be conducted in accordance with the procedures established by the Administrative Assistant for facilitating electronic participation, which will ensure the adequate communications during the meeting and allow members of the public to hear and observe meetings open to the public. Procedures will not be contrary to prevailing Provincial legislation, order or direction.
- 9.6 All meetings of the Board of Directors, Executive Committee, Advisory Committees, and other meetings as directed by the Chair, will be livestreamed except in times of technological failure (e.g., Internet or power outage, system crash). Meeting recordings shall be made publicly available for later viewing. Failure to livestream or produce a recording does not call the meeting into question.

10 Delegations

- 10.1 Any person or organization desiring an opportunity to address the Authority may make a request in writing to the General Manager ten (10) days in advance of a scheduled meeting if such a request is to be included in the agenda of that meeting. A detailed brief of their presentation, including any presentation materials to be used, outlining the request/direction

the presenter is seeking from the Standing Committee or the Board and if applicable, the name, address and telephone number of any person(s) or organization they represent. The brief will form part of the official record of the proceedings of Committee or the Board and therefore will be a public document.

- 10.2 The General Manager is empowered to seek clarifications from the person or organization if the submitted statement is ambiguous and/or requires further explanation.
- 10.3 Any person or organization requesting an opportunity to address the Authority related to a specific agenda item, but not having made a written request to do so in the timelines specified above, may register as a delegation through the Office of the General Manager / Secretary-Treasurer up to two business days immediately preceding a meeting of the General Membership or shall be listed on the published agenda for the following meeting. Registered delegations may address the Authority by joining the meeting electronically or in person. Presentation materials related to the delegation shall be provided to Authority Members at least two business days in advance of the meeting.
- 10.4 The Board Chair, in consultation with the General Manager, maintains the right to refuse any delegation request, regardless of having the notice requirements met, for reasons they identify, including, but not limited to, agenda /meeting management and issues outside of UTRCA mandate. It shall be the responsibility of the General Manager to communicate this decision to the individual(s) applying for a delegation.
- 10.5 Delegations shall be limited to a time of not more than ten (10) minutes. Board Members may limit or extend the time allowed for a presentation by a majority vote.
- 10.6 Delegations may participate in-person or virtually/electronically. Those wishing to participate electronically shall provide the Administrative Assistant 48 hours notice.
- 10.7 Delegations shall be limited to not more than two (2) per Board meeting.
- 10.8 Delegations must abide by this by-law and interpretations by the Chair. They shall abide by any decisions of the Board Chair and shall not enter into cross debate with members, other delegations, or staff. Any discourse between members and the delegation will be limited to members asking questions for clarification and obtaining additional, relevant information only.

11 Annual Meeting

- 11.1 The Authority shall designate one meeting of the Board of Directors each year as the annual meeting before March 1st and shall include the following items on the agenda, in addition to the normal course of business:
 - a) Approvals of the Budgets and Apportionment
 - b) Service Awards

12 Meetings with Closed “In Camera” Sessions

- 12.1 Every meeting of the Board of Directors, Executive Committee and Advisory Boards shall be open to the public as per Section 15(3) of the Act, subject to the exceptions set out below by this by-law, in conformity with section 239 of the Municipal Act which is appended to this by-law as Schedule B as amended from time to time.

- 12.2 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.
- 12.3 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. If the authority reconvenes in open session following a closed meeting, the Chair may provide a brief summary of the closed meeting proceedings.
- 12.4 The Board of Directors shall not vote during a meeting that is closed to the public, unless:
- a) the meeting meets the criteria outlined in the Municipal Act 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.
- 12.5 Any materials presented to the Board of Directors 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.
- 12.6 A meeting of the Authority, executive committee, advisory board or other committee may also be closed to the public if:
- a) the meeting is held for the purpose of educating or training the Members, and
 - b) at the meeting, no Member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the authority, the executive committee, advisory board or other committee.
- 12.7 See Section C.9.4 of this By-Law for members attending by electronic means.

13 Voting

- 13.1 In accordance with Section 16 of the Act:
- a) each Member is entitled to one vote, including the Chair, and a majority vote of the Members present at any meeting is required upon all matters coming before the meeting, except for voting on the benefit-based apportionment as required under the Budget and Apportionment O.Reg 402/22(see below).
- 13.2 Where a member has been appointed by the Minister as a representative of the agricultural sector, the member shall not vote on:
- a) A resolution to enlarge an 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
- 13.3 If any Member who is qualified to vote abstains from voting, they shall be deemed to have voted in the negative.
- 13.4 On a tie vote, the motion is lost.
- 13.5 If a member present at a meeting at the time of the vote requests before or immediately after the taking of the vote that the vote be recorded, each member present taken except a member who is disqualified from voting by any Act, shall announce their vote openly answering "yes" or "no" to the question, and the Secretary-Treasurer shall record each vote.

13.6 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.

14 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 Ontario Regulation 402/22 Budget and Apportionment.

14.1 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.

14.2 Except as provided in Section B.6 of this By-law (Election of Chair and Vice-Chair), and B.14 of this By-law (Advisory Boards and Other Committees), no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

15 Notice of Motion

15.1 Written notice of motion to be made at an Authority, executive committee, advisory board or committee meeting may be given to the Secretary-Treasurer by any Member of the Authority no 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.

15.2 Any motion may be introduced without notice if the Board of Directors, without debate, dispenses with the notice requirement, on the affirmative vote of at least two thirds of the members present and voting.

16 Duties of the Meeting Chair

16.1 It shall be the duty of the Chair, with respect to any meetings over which they preside, 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) 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;
- c) Announce the results of the vote on any motions so presented;
- d) Adjourn the meeting when business is concluded;
- e) Perform other duties as necessary;
- f) Ensure no person interferes or disrupts the proceedings of the Members;
- g) May expel any person for improper conduct at a meeting.

17 Conduct of Members

17.1 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).

17.2 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.

18 Minutes of Meetings

- 18.1 The Secretary Treasurer or a person acting under their direction shall be in attendance at meetings of the Authority, the Executive Committee and each advisory board or committee as recording secretary. The recording secretary shall make a record in the form of minutes of the meeting proceedings and shall record all motions considered at the meeting.
- 18.2 Minutes of all meetings shall include the time and place of the meeting and a list of those present and absent for all or part of the meeting and shall state all motions presented together with the mover and seconder and voting results.
- 18.3 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.
- 18.4 After the minutes have been adopted by resolution, original copies shall be signed by the Secretary-Treasurer and copies of minutes of all open meetings shall be posted on the Authority's website. Draft minutes shall be made available for review on the Authority's website within 30 days of the meeting. Minutes shall be made available in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

D. Appendices and Schedules to the Administrative By-law

Appendix 1 - Code of Conduct

1. Background

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

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

This Code of Conduct will also assist Members in dealing with confronting situations not adequately addressed or that may be ambiguous in Authority resolutions, regulations, or policies and procedures. Additionally, the agricultural representative appointed by the Minister will be required to follow the provincial ethical framework set out for government public appointees in the Management Board of Cabinet's Agencies and Appointments Directive.

2. General

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

All Members shall serve in a conscientious and diligent manner. No Member shall use the influence of office for any purpose other than for the exercise of their 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 Board of Directors, Executive Committee, Advisory Boards and other committees;
- vii. declares any direct or indirect pecuniary interest or conflict of interest when one exists or may exist; and
- viii. conducts oneself in a manner which reflects respect and professional courtesy and does not use offensive language in or against the Authority or against any Member or any Authority staff.
- ix. Review all related meeting information prepared in advance, attending and fully participate in discussions of the Board, and at all times keeping in mind the best interests of the organization as a whole.

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.

- i. Board Members may only accept gifts and benefits according to prescribed rules outlined in this Code of Conduct. To ensure impartial and transparent decision-making, Board Members may only accept gifts and benefits under certain conditions.
- ii. Board Members may only accept gifts that are received as part of normal protocol or social obligation. Board Members may only receive a gift, hospitality or entertainment that is received as an incident of protocol or social obligation that normally accompanies the responsibilities of being a member of the UTRCA Board. For example, if a Board Member is asked to speak at a meeting or function as a representative of UTRCA, the Board Member may accept a gift given as a gesture of thanks for their time and effort. In these cases, there would be no perceived obligation or special consideration being placed on the Board Member.
- iii. Board Members shall not accept gifts that may be perceived to create any obligation or special consideration. Board Members shall not accept any gift, benefit, service, entertainment or hospitality which could be seen to compromise their decision on a matter or create any obligation or special consideration by an individual, group or organization.
- iv. A Board Member who receives a gift while acting as a representative of the UTRCA that they believe does not meet the tests described above must submit the gift to the General Manager for further consideration. When a Board Member receives a gift while acting as a representative of the UTRCA that does not meet the tests described above the Board Member will forward the gift to the General Manager. The General Manager will:
 - log the gifts received and;
 - return the gift received or;
 - direct the gift to a local charity and
 - send a letter of appreciation to the donor, where appropriate, advising their gift will benefit a local charity.

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 or otherwise received in a confidential manner are to be maintained in confidence in perpetuity.

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 Board of Directors they will continue to be bound by MFIPPA requirements and this section.

Examples include but are not limited to:

- 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. Sources of complaints where the identity of the complainant is given in confidence;
- v. Items under negotiation;
- vi. Schedules of prices in tenders or requests for proposals;
- vii. Appraised or estimated values with respect to the Authority's proposed property acquisitions or dispositions;
- viii. Information deemed to be "personal information" under MFIPPA.

5. Use of Authority Property

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

6. Work of a Political Nature

No Member shall use Authority facilities, services or property for their 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 and when representing 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 be indebted to 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 an agent before the Authority, the Executive Committee or an advisory board or committee of the Authority.

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 harassment, bullying, discrimination and violence. 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, ancestry, place of origin, colour, ethnic origin, citizenship, religion, creed, sex, sexual orientation, gender identity, gender expression, age, record of offences, marital status, family status, or handicap. 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

Any breach, or alleged breach, of the Code of Conduct for Board Members shall be investigated in accordance with Section B.20. - Enforcement of By-laws and Policies outlined in the Board of Directors Administrative By-law.

Appendix 2 - Procedure for Election of Officers

1. Voting

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

2. Acting Chair

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

3. Scrutineer(s)

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

4. Election Procedures

The Acting Chair shall advise the Members that the election will be conducted in accordance with the Act and the UTRCA Administrative By-Law Section B: Governance subsection 4 'Maximum Term for Chair and Vice Chair(s) as follows:

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

If one Nominee:

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

If More than One Nominee:

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

- i) Upon the acceptance by nominees to stand for election to the position of office, ballots shall be distributed to the Members by the scrutineers for the purpose of election and the Acting Chair shall ask the Members to write the name of one individual only on the ballot.
- j) The scrutineers shall collect the ballots, leave the meeting to count the ballots, return and advise the Acting Chair who was elected with more than 50% of the vote.

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

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

Schedule A – Municipal Conflict of Interest Act

Municipal Conflict of Interest Act

R.S.O. 1990, CHAPTER M.50

[Consolidation Period: From April 19, 2021 to the e-Laws currency date.](#)

Definitions

1 In this Act,

“child” means a child born within or outside marriage and includes an adopted child and a person whom a parent has demonstrated a settled intention to treat as a child of family; (“enfant”)

“controlling interest” means the interest that a person has in a corporation when the person beneficially owns, directly or indirectly, or exercises control or direction over, equity shares of the corporation carrying more than 10 per cent of the voting rights attached to all equity shares of the corporation for the time being outstanding; (“intérêts majoritaires”)

“council” means the council of a municipality; (“conseil”)

“elector” means,

(a) in respect of a municipality, or a local board thereof, other than a school board, a person entitled to vote at a municipal election in the municipality, and

(b) in respect of a school board, a person entitled to vote at the election of members of the school board; (“électeur”)

“interest in common with electors generally” means a pecuniary interest in common with the electors within the area of jurisdiction and, where the matter under consideration affects only part of the area of jurisdiction, means a pecuniary interest in common with the electors within that part; (“intérêt commun à tous les électeurs”)

“judge” means a judge of the Superior Court of Justice; (“juge”)

“local board” means a school board, board of directors of a children’s aid society, committee of adjustment, conservation authority, court of revision, land division committee, municipal service board, public library board, board of management of an improvement area, board of health, police services board, planning board, district social services administration board, trustees of a police village, board of trustees of a police village, board or committee of management of a long-term care home, or any other board, commission, committee, body or local authority established or exercising any power or authority under any general or special Act in respect of any of the affairs or purposes, including school purposes, of one or more municipalities or parts thereof, but does not include a committee of management of a community recreation centre appointed by a school board or a local roads board; (“conseil local”)

Note: On a day to be named by proclamation of the Lieutenant Governor, the definition of “local board” in section 1 of the Act is amended by striking out “police services board” and substituting “police service board”. (See: 2019, c. 1, Sched. 4, s. 35)

“meeting” includes any regular, special, committee or other meeting of a council or local board, as the case may be; (“réunion”)

“member” means a member of a council or of a local board; (“membre”)

“municipality” includes a board, commission or other local authority exercising any power in respect of municipal affairs or purposes, including school purposes, in territory without municipal organization, but does not include a committee of management of a community recreation centre appointed by a school board, a local roads board or a local services board; (“municipalité”)

“parent” means a person who has demonstrated a settled intention to treat a child as a member of his or her family; (“père ou mère”)

“school board” means a board as defined in subsection 1 (1) of the *Education Act*, and, where the context requires, includes an old board within the meaning of subsection 1 (1) of the *Education Act*; (“conseil scolaire”)

“senior officer” means the chair or any vice-chair of the board of directors, the president, any vice-president, the secretary, the treasurer or the general manager of a corporation or any other person who performs functions for the corporation similar to those normally performed by a person occupying any such office; (“dirigeant”)

“spouse” means a person to whom the person is married or with whom the person is living in a conjugal relationship outside marriage. (“conjoint”) R.S.O. 1990, c. M.50, s. 1; 1997, c. 25, Sched. E, s. 7; 1997, c. 31, s. 156 (1); 1999, c. 6, s. 41 (1); 2002, c. 17, Sched. F, Table; 2005, c. 5, s. 45 (1, 2); 2006, c. 19, Sched. C, s. 1 (1); 2006, c. 32, Sched. D, s. 10; 2007, c. 8, s. 219; 2016, c. 23, s. 58; 2021, c. 4, Sched. 11, s. 23 (1-3).

Section Amendments with date in force (d/m/y)

1997, c. 31, s. 156 (1) - 01/01/1998; 1999, c. 6, s. 41 (1) - 01/03/2000

[2002, c. 17, Sched. F, Table](#) - 01/01/2003

[2005, c. 5, s. 45 \(1, 2\)](#) - 13/06/2005

[2006, c. 19, Sched. C, s. 1 \(1\)](#) - 22/06/2006; [2006, c. 32, Sched. D, s. 10](#) - 01/01/2007

[2007, c. 8, s. 219](#) - 01/07/2010

[2016, c. 23, s. 58](#) - 01/01/2017

[2018, c. 3, Sched. 5, s. 37](#) - no effect - see [2019, c. 1, Sched. 3, s. 5](#) - 26/03/2019

[2019, c. 1, Sched. 4, s. 35](#) - not in force

[2021, c. 4, Sched. 11, s. 23 \(1-3\)](#) - 19/04/2021

Principles

1.1 The Province of Ontario endorses the following principles in relation to the duties of members of councils and of local boards under this Act:

1. The importance of integrity, independence and accountability in local government decision-making.

2. The importance of certainty in reconciling the public duties and pecuniary interests of members.

3. Members are expected to perform their duties of office with integrity and impartiality in a manner that will bear the closest scrutiny.

4. There is a benefit to municipalities and local boards when members have a broad range of knowledge and continue to be active in their own communities, whether in business, in the practice of a profession, in community associations, and otherwise. 2017, c. 10, Sched. 3, s. 1.

Section Amendments with date in force (d/m/y)

Indirect pecuniary interest

2 For the purposes of this Act, a member has an indirect pecuniary interest in any matter in which the council or local board, as the case may be, is concerned, if,

- (a) the member or his or her nominee,
 - (i) is a shareholder in, or a director or senior officer of, a corporation that does not offer its securities to the public,
 - (ii) has a controlling interest in or is a director or senior officer of, a corporation that offers its securities to the public, or
 - (iii) is a member of a body,

that has a pecuniary interest in the matter; or

(b) the member is a partner of a person or is in the employment of a person or body that has a pecuniary interest in the matter. R.S.O. 1990, c. M.50, s. 2.

Interest of certain persons deemed that of member

3 For the purposes of this Act, the pecuniary interest, direct or indirect, of a parent or the spouse or any child of the member shall, if known to the member, be deemed to be also the pecuniary interest of the member. R.S.O. 1990, c. M.50, s. 3; 1999, c. 6, s. 41 (2); 2005, c. 5, s. 45 (3); 2021, c. 4, Sched. 11, s. 23 (4).

Section Amendments with date in force (d/m/y)

1999, c. 6, s. 41 (2) - 01/03/2000

[2005, c. 5, s. 45 \(3\)](#) - 13/06/2005

[2021, c. 4, Sched. 11, s. 23 \(4\)](#) - 19/04/2021

EXCEPTIONS

Where ss. 5 and 5.2 do not apply

4 Sections 5 and 5.2 do not apply to a pecuniary interest in any matter that a member may have,

(a) as a user of any public utility service supplied to the member by the municipality or local board in like manner and subject to the like conditions as are applicable in the case of persons who are not members;

(b) by reason of the member being entitled to receive on terms common to other persons any service or commodity or any subsidy, loan or other such benefit offered by the municipality or local board;

(c) by reason of the member purchasing or owning a debenture of the municipality or local board;

(d) by reason of the member having made a deposit with the municipality or local board, the whole or part of which is or may be returnable to the member in like manner as such a deposit is or may be returnable to all other electors;

(e) by reason of having an interest in any property affected by a work under the *Drainage Act* or by a work under a regulation made under Part XII of the *Municipal Act, 2001* or Part IX of the *City of Toronto Act, 2006*, as the case may be, relating to local improvements;

(f) by reason of having an interest in farm lands that are exempted from taxation for certain expenditures under the *Assessment Act*;

(g) by reason of the member being eligible for election or appointment to fill a vacancy, office or position in the council or local board when the council or local board is empowered or required by any general or special Act to fill such vacancy, office or position;

(h) by reason only of the member being a director or senior officer of a corporation incorporated for the purpose of carrying on business for and on behalf of the municipality or local board or by reason only of the member being a member of a board, commission, or other body as an appointee of a council or local board;

(i) in respect of an allowance for attendance at meetings, or any other allowance, honorarium, remuneration, salary or benefit to which the member may be entitled by reason of being a member or as a member of a volunteer fire brigade, as the case may be;

(j) by reason of the member having a pecuniary interest which is an interest in common with electors generally; or

(k) by reason only of an interest of the member which is so remote or insignificant in its nature that it cannot reasonably be regarded as likely to influence the member. R.S.O. 1990, c. M.50, s. 4; 2002, c. 17, Sched. F, Table; 2006, c. 32, Sched. C, s. 33 (1); 2017, c. 10, Sched. 3, s. 2.

Section Amendments with date in force (d/m/y)

[2002, c. 17, Sched. F, Table](#) - 01/01/2003

[2006, c. 32, Sched. C, s. 33 \(1\)](#) - 01/01/2007

[2017, c. 10, Sched. 3, s. 2](#) - 01/03/2019

DUTY OF MEMBER

When present at meeting at which matter considered

5 (1) 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 council or local board 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 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. R.S.O. 1990, c. M.50, s. 5 (1).

Where member to leave closed meeting

(2) Where the meeting referred to in subsection (1) is not open to the public, in addition to complying with the requirements of that subsection, the member shall forthwith leave the meeting or the part of the meeting during which the matter is under consideration. R.S.O. 1990, c. M.50, s. 5 (2).

Exception, consideration of penalty

(2.1) The following rules apply if the matter under consideration at a meeting or a part of a meeting is to consider whether to suspend the remuneration paid to the member under subsection 223.4 (5) or (6) of the *Municipal Act, 2001* or under subsection 160 (5) or (6) of the *City of Toronto Act, 2006*:

1. Despite clauses (1) (b) and (c), the member may take part in the discussion of the matter, including making submissions to council or the local board, as the case may be, and may attempt to influence the voting on any question in respect of the matter, whether before, during or after the meeting. However, the member is not permitted to vote on any question in respect of the matter.

2. Despite subsection (2), in the case of a meeting that is not open to the public, the member may attend the meeting or part of the meeting during which the matter is under consideration. 2017, c. 10, Sched. 3, s. 3.

When absent from meeting at which matter considered

(3) Where the interest of a member has not been disclosed as required by subsection (1) by reason of the member's absence from the meeting referred to therein, the member shall disclose the interest and otherwise comply with subsection (1) at the first meeting of the council or local board, as the case may be, attended by the member after the meeting referred to in subsection (1). R.S.O. 1990, c. M.50, s. 5 (3).

Section Amendments with date in force (d/m/y)

[2017, c. 10, Sched. 3, s. 3](#) - 01/03/2019

Written statement re disclosure

5.1 At a meeting at which a member discloses an interest under section 5, or as soon as possible afterwards, the member shall file a written statement of the interest and its general nature with the clerk of the municipality or the secretary of the committee or local board, as the case may be. 2017, c. 10, Sched. 3, s. 4.

Section Amendments with date in force (d/m/y)

[2017, c. 10, Sched. 3, s. 4](#) - 01/03/2019

Influence

5.2 (1) 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 that is being considered by an officer or employee of the municipality or local board, or by a person or body to which the municipality or local board has delegated a power or duty, the member shall not use his or her

office in any way to attempt to influence any decision or recommendation that results from consideration of the matter. 2017, c. 10, Sched. 3, s. 4.

Exception

(2) However, if a municipality delegates a power to suspend the remuneration paid to a member under subsection 223.4 (5) of the *Municipal Act, 2001* or subsection 160 (5) of the *City of Toronto Act, 2006* to a person or body, and the person or body is considering exercising that power with respect to a member, subsection (1) of this section does not prevent the member from attempting to influence any decision or recommendation of the person or body that results from consideration of the matter. 2017, c. 10, Sched. 3, s. 4.

Section Amendments with date in force (d/m/y)

[2017, c. 10, Sched. 3, s. 4](#) - 01/03/2019

RECORD OF DISCLOSURE

Disclosure to be recorded in minutes

6 (1) Every declaration of interest and the general nature thereof made under section 5 shall, where the meeting is open to the public, be recorded in the minutes of the meeting by the clerk of the municipality or secretary of the committee or local board, as the case may be. R.S.O. 1990, c. M.50, s. 6 (1).

Idem

(2) Every declaration of interest made under section 5, but not the general nature of that interest, shall, where the meeting is not open to the public, be recorded in the minutes of the next meeting that is open to the public. R.S.O. 1990, c. M.50, s. 6 (2).

REGISTRY

Requirement to establish registry

6.1 (1) Every municipality and local board shall establish and maintain a registry in which shall be kept,

- (a) a copy of each statement filed under section 5.1; and
- (b) a copy of each declaration recorded under section 6. 2017, c. 10, Sched. 3, s. 5.

Access to registry

(2) The registry shall be available for public inspection in the manner and during the time that the municipality or local board, as the case may be, may determine. 2017, c. 10, Sched. 3, s. 5.

Section Amendments with date in force (d/m/y)

[2017, c. 10, Sched. 3, s. 5](#) - 01/03/2019

Quorum deemed constituted

7 (1) Where the number of members who, by reason of the provisions of this Act, are disabled from participating in a meeting is such that at that meeting the remaining members are not of sufficient number to constitute a quorum, then, despite any other general or special Act, the remaining number of members shall be deemed to constitute a quorum, provided such number is not less than two. R.S.O. 1990, c. M.50, s. 7 (1).

Application to judge

(2) Where in the circumstances mentioned in subsection (1), the remaining number of members who are not disabled from participating in the meeting is less than two, the council or local board may apply to a judge without notice for an order authorizing the council or local board, as the case may be, to give consideration to, discuss and vote on the matter out of which the interest arises. R.S.O. 1990, c. M.50, s. 7 (2).

Power of judge to declare s. 5, 5.1 or 5.2 not to apply

(3) The judge may, on an application brought under subsection (2), by order, declare that section 5, 5.1 or 5.2 does not apply to the council or local board, as the case may be, in respect of the matter in relation to which the application is brought, and the council or local board thereupon may give consideration to, discuss and vote on the matter in the same manner as though none of the members had any interest therein, subject only to such conditions and directions as the judge may consider appropriate and so order. R.S.O. 1990, c. M.50, s. 7 (3); 2017, c. 10, Sched. 3, s. 6.

Section Amendments with date in force (d/m/y)

[2017, c. 10, Sched. 3, s. 6](#) - 01/03/2019

ACTION WHERE CONTRAVENTION ALLEGED

Application

8 (1) An elector, an Integrity Commissioner of a municipality or a person demonstrably acting in the public interest may apply to a judge for a determination of the question of whether,

(a) a member has contravened section 5, 5.1 or 5.2; or

(b) a former member contravened section 5, 5.1 or 5.2 while he or she was a member. 2017, c. 10, Sched. 3, s. 7.

Six-week period

(2) An application may only be made within six weeks after the applicant became aware of the alleged contravention. 2017, c. 10, Sched. 3, s. 7.

Exception

(3) Despite subsection (2), an application may be made more than six weeks after the applicant became aware of the alleged contravention if all of the following conditions are satisfied:

1. The applicant applied to an Integrity Commissioner for an inquiry under section 223.4.1 of the *Municipal Act, 2001* or under section 160.1 of the *City of Toronto Act, 2006* in accordance with those sections.

2. The Integrity Commissioner conducted an inquiry under section 223.4.1 of the *Municipal Act, 2001* or under section 160.1 of the *City of Toronto Act, 2006* and the Commissioner,

- i. has advised the applicant under subsection 223.4.1 (16) of the *Municipal Act, 2001* or under subsection 160.1 (16) of the *City of Toronto Act, 2006* that the Commissioner will not be making an application to a judge,
- ii. has not completed the inquiry within the time limit set out in subsection 223.4.1 (14) of the *Municipal Act, 2001* or subsection 160.1 (14) of the *City of Toronto Act, 2006*, or
- iii. has terminated the inquiry under subsection 223.4.1 (12) of the *Municipal Act, 2001* or subsection 160.1 (12) of the *City of Toronto Act, 2006*.

3. The application under this section includes a copy of the applicant's statutory declaration made under subsection 223.4.1 (6) of the *Municipal Act, 2001* or under subsection 160.1 (6) of the *City of Toronto Act, 2006*.

4. The application under this section is made within six weeks after the earlier of the following,

- i. the day the Commissioner advised the applicant under subsection 223.4.1 (16) of the *Municipal Act, 2001* or under subsection 160.1 (16) of the *City of Toronto Act, 2006* that the Commissioner will not be making an application to a judge,
- ii. the last day on which the Commissioner is required under subsection 223.4.1 (14) of the *Municipal Act, 2001* or subsection 160.1 (14) of the *City of Toronto Act, 2006* to complete the inquiry referred to in paragraph 2 of this subsection, and
- iii. the day the inquiry was terminated under subsection 223.4.1 (12) of the *Municipal Act, 2001* or subsection 160.1 (12) of the *City of Toronto Act, 2006*. 2017, c. 10, Sched. 3, s. 7.

Same, application by Integrity Commissioner

(4) Despite subsection (2), an application may be made more than six weeks after the applicant became aware of the alleged contravention if the applicant is an Integrity Commissioner and if the application relates to an inquiry conducted by the Commissioner under section 223.4.1 of the *Municipal Act, 2001* or under section 160.1 of the *City of Toronto Act, 2006*. 2017, c. 10, Sched. 3, s. 7.

No application by Integrity Commissioner during regular election

(5) No application shall be made by an Integrity Commissioner of a municipality during the period of time starting on nomination day for a regular election, as set out in section 31 of the *Municipal Elections Act, 1996*, and ending on voting day in a regular election, as set out in section 5 of that Act. 2017, c. 10, Sched. 3, s. 7.

Limitation

(6) Despite subsections (2), (3) and (4), no application shall be made after the sixth anniversary of the alleged contravention. 2017, c. 10, Sched. 3, s. 7.

Contents of notice of application

(7) The notice of application shall state the grounds for finding that the member or former member contravened section 5, 5.1 or 5.2. 2017, c. 10, Sched. 3, s. 7.

Section Amendments with date in force (d/m/y)

[2017, c. 10, Sched. 3, s. 7](#) - 01/03/2019

Power of judge

9 (1) If the judge determines that the member or former member contravened section 5, 5.1 or 5.2, the judge may do any or all of the following:

1. Reprimand the member or former member.
2. Suspend the remuneration paid to the member for a period of up to 90 days.
3. Declare the member's seat vacant.
4. Disqualify the member or former member from being a member during a period of not more than seven years after the date of the order.
5. If the contravention has resulted in personal financial gain, require the member or former member to make restitution to the party suffering the loss, or, if the party's identity is not readily ascertainable, to the municipality or local board, as the case may be. 2017, c. 10, Sched. 3, s. 7.

Same

(2) In exercising his or her discretion under subsection (1) the judge may consider, among other matters, whether the member or former member,

- (a) took reasonable measures to prevent the contravention;
- (b) disclosed the pecuniary interest and all relevant facts known to him or her to an Integrity Commissioner in a request for advice from the Commissioner under the *Municipal Act, 2001* or the *City of Toronto Act, 2006* and acted in accordance with the advice, if any, provided to the member by the Commissioner; or
- (c) committed the contravention through inadvertence or by reason of an error in judgment made in good faith. 2017, c. 10, Sched. 3, s. 7.

Section Amendments with date in force (d/m/y)

[2017, c. 10, Sched. 3, s. 7](#) - 01/03/2019

10 REPEALED: 2017, c. 10, Sched. 3, s. 7.

Section Amendments with date in force (d/m/y)

1997, c. 31, s. 156 (2) - 01/01/1998

[2017, c. 10, Sched. 3, s. 7](#) - 01/03/2019

Appeal to Divisional Court

11 (1) An appeal lies from any order made under section 9 to the Divisional Court in accordance with the rules of court. R.S.O. 1990, c. M.50, s. 11 (1); 2017, c. 10, Sched. 3, s. 8.

Judgment or new trial

(2) The Divisional Court may give any judgment that ought to have been pronounced, in which case its decision is final, or the Divisional Court may grant a new trial for the purpose of taking evidence or additional evidence and may remit the case to the trial judge or another judge and, subject to any directions of the Divisional Court, the case shall be proceeded with as if there had been no appeal. R.S.O. 1990, c. M.50, s. 11 (2).

Appeal from order or new trial

(3) Where the case is remitted to a judge under subsection (2), an appeal lies from the order of the judge to the Divisional Court in accordance with the provisions of this section. R.S.O. 1990, c. M.50, s. 11 (3).

Section Amendments with date in force (d/m/y)

[2017, c. 10, Sched. 3, s. 8](#) - 01/03/2019

Proceedings not invalidated but voidable

12 (1) A member's failure to comply with section 5, 5.1 or 5.2 does not invalidate any proceedings in respect of a matter referred to in those sections, but those proceedings are voidable in the circumstances described in subsection (2). 2017, c. 10, Sched. 3, s. 9.

Declaring proceedings void

(2) Subject to subsection (3), if a member has failed to comply with section 5, 5.1 or 5.2 in respect of a matter referred to in those sections, the municipality or local board, as the case may be, may declare the proceedings to be void before the second anniversary of the date of the passing of the by-law or resolution authorizing the matter. 2017, c. 10, Sched. 3, s. 9.

Exception

(3) Subsection (2) does not apply if declaring the proceedings to be void would adversely affect the rights that any person who acted in good faith and without actual notice of the failure to comply with section 5, 5.1 or 5.2 acquired under or by virtue of the proceedings. 2017, c. 10, Sched. 3, s. 9.

Section Amendments with date in force (d/m/y)

[2017, c. 10, Sched. 3, s. 9](#) - 01/03/2019

Other proceedings prohibited

13 (1) A proceeding that relates to a member's or former member's alleged conflict of interest and seeks a remedy described in subsection 9 (1) shall be brought only under this Act. 2017, c. 10, Sched. 3, s. 9.

Same

(2) Subsection (1) does not affect the power of a municipality or a local board to reprimand a member or suspend a member's remuneration under subsection 223.4 (5) or (6) of the *Municipal Act, 2001* or under subsection 160 (5) or (6) of the *City of Toronto Act, 2006*. 2017, c. 10, Sched. 3, s. 9.

Section Amendments with date in force (d/m/y)

[2017, c. 10, Sched. 3, s. 9](#) - 01/03/2019

GENERAL

Insurance

14 (1) Despite section 279 of the *Municipal Act, 2001* or section 218 of the *City of Toronto Act, 2006*, as the case may be, the council of every municipality may at any time pass by-laws,

- (a) for contracting for insurance;
- (b) despite the *Insurance Act*, to enable the municipality to act as an insurer; and
- (c) for exchanging with other municipalities in Ontario reciprocal contracts of indemnity or inter-insurance in accordance with Part XIII of the *Insurance Act*,

to protect a member of the council or of any local board thereof who has been found not to have contravened section 5, 5.1 or 5.2 against any costs or expenses incurred by the member as a result of a proceeding brought under this Act, and for paying on behalf of or reimbursing the member for any such costs or expenses. R.S.O. 1990, c. M.50, s. 14 (1); 2002, c. 17, Sched. F, Table; 2006, c. 32, Sched. C, s. 33 (2); 2017, c. 10, Sched. 3, s. 10 (1).

Insurance Act does not apply

(2) The *Insurance Act* does not apply to a municipality acting as an insurer for the purposes of subsection (1). R.S.O. 1990, c. M.50, s. 14 (2).

Surplus funds

(3) Despite section 387 of the *Insurance Act*, any surplus funds and the reserve fund of a municipal reciprocal exchange may be invested only in accordance with subsection 279 (2) of the *Municipal Act, 2001* or subsection 218 (3) of the *City of Toronto Act, 2006*, as the case may be. 2017, c. 10, Sched. 3, s. 10 (2).

Reserve funds

(4) The money raised for a reserve fund of a municipal reciprocal exchange may be expended or pledged for, or applied to, a purpose other than that for which the fund was established if two-thirds of the municipalities that are members of the exchange together with two-thirds of the municipalities that previously were members of the exchange and that may be subject to claims arising while they were members of the exchange agree in writing and if section 386 of the *Insurance Act* is complied with. R.S.O. 1990, c. M.50, s. 14 (4); 2009, c. 33, Sched. 21, s. 7.

Local boards

(5) A local board has the same powers to provide insurance for or to make payments to or on behalf of its members as are conferred upon the council of a municipality under this section in respect of its members. R.S.O. 1990, c. M.50, s. 14 (5).

Former members

(6) A by-law passed under this section may provide that it applies to a person who was a member at the time the circumstances giving rise to the proceeding occurred but who, prior to the judgment in the proceeding, has ceased to be a member. R.S.O. 1990, c. M.50, s. 14 (6).

Section Amendments with date in force (d/m/y)

1996, c. 32, s. 76 (1) - 06/03/1997

[2002, c. 17, Sched. F, Table](#) - 01/01/2003

[2006, c. 32, Sched. C, s. 33 \(2, 3\)](#) - 01/01/2007

[2007, c. 7, Sched. 27, s. 1](#) - 05/05/2008

[2009, c. 33, Sched. 21, s. 7](#) - 15/12/2009

[2017, c. 10, Sched. 3, s. 10 \(1\)](#) - 01/03/2019; [2017, c. 10, Sched. 3, s. 10 \(2\)](#) - 01/03/2018

Conflict with other Acts

15 In the event of conflict between any provision of this Act and any provision of any general or special Act, the provision of this Act prevails. R.S.O. 1990, c. M.50, s. 15.

Schedule B – Municipal Act Section 239

Municipal Act, 2001

S.O. 2001, CHAPTER 25

Consolidation Period: From December 9, 2021 to the e-Laws currency date.

Meetings

Meetings open to public

239 (1) Except as provided in this section, all meetings shall be open to the public. 2001, c. 25, s. 239 (1).

Exceptions

(2) A meeting or part of a meeting may be closed to the public if the subject matter being considered is,

- (a) the security of the property of the municipality or local board;
- (b) personal matters about an identifiable individual, including municipal or local board employees;
- (c) a proposed or pending acquisition or disposition of land by the municipality or local board;
- (d) labour relations or employee negotiations;
- (e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board;
- (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (g) a matter in respect of which a council, board, committee or other body may hold a closed meeting under another Act;
- (h) information explicitly supplied in confidence to the municipality or local board 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 municipality or local board, 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 municipality or local board 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 municipality or local board. 2001, c. 25, s. 239 (2); 2017, c. 10, Sched. 1, s. 26.

Other criteria

(3) A meeting or part of a meeting shall be closed to the public if the subject matter being considered is,

- (a) a request under the *Municipal Freedom of Information and Protection of Privacy Act*, if the council, board, commission or other body is the head of an institution for the purposes of that Act; or
- (b) an ongoing investigation respecting the municipality, a local board or a municipally-controlled corporation by the Ombudsman appointed under the *Ombudsman Act*, an Ombudsman referred to in subsection 223.13 (1) of this Act, or the investigator referred to in subsection 239.2 (1). 2014, c. 13, Sched. 9, s. 22.

Educational or training sessions

(3.1) A meeting of a council or local board or of a committee of either of them may be closed to the public if the following conditions are both satisfied:

1. The meeting is held for the purpose of educating or training the members.
2. 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 council, local board or committee. 2006, c. 32, Sched. A, s. 103 (1).

Resolution

(4) Before holding a meeting or part of a meeting that is to be closed to the public, a municipality or local board or committee of either of them shall state by resolution,

- (a) the fact of the holding of the closed meeting and the general nature of the matter to be considered at the closed meeting; or
- (b) in the case of a meeting under subsection (3.1), the fact of the holding of the closed meeting, the general nature of its subject-matter and that it is to be closed under that subsection. 2001, c. 25, s. 239 (4); 2006, c. 32, Sched. A, s. 103 (2).

Open meeting

(5) Subject to subsection (6), a meeting shall not be closed to the public during the taking of a vote. 2001, c. 25, s. 239 (5).

Exception

- (6) Despite section 244, a meeting may be closed to the public during a vote if,
- (a) subsection (2) or (3) permits or requires the meeting 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 the municipality, local board or committee of either of them or persons retained by or under a contract with the municipality or local board. 2001, c. 25, s. 239 (6).

Record of meeting

(7) A municipality or local board or a committee of either of them shall record without note or comment all resolutions, decisions and other proceedings at a meeting of the body, whether it is closed to the public or not. 2006, c. 32, Sched. A, s. 103 (3).

Same

- (8) The record required by subsection (7) shall be made by,
- (a) the clerk, in the case of a meeting of council; or
 - (b) the appropriate officer, in the case of a meeting of a local board or committee. 2006, c. 32, Sched. A, s. 103 (3).

Record may be disclosed

(9) Clause 6 (1) (b) of the *Municipal Freedom of Information and Protection of Privacy Act* does not apply to a record of a meeting closed under subsection (3.1). 2006, c. 32, Sched. A, s. 103 (3).