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## BY-LAW NO. A-1: ADMINISTRATIVE PROCEDURES

### A by-law respecting the administration of the Essex Region Conservation Authority

The Essex Region Conservation Authority enacts as follows:

#### 1.0 INTRODUCTION

The Essex Region Conservation Authority is a non-share corporation, established in 1973 under Section 3 of the Conservation Authorities Act, with the objects to provide, in the area over which it has jurisdiction, programs and services designed to further the conservation, restoration, development and management of natural resources other than gas, coal and minerals.

Under the Act, municipalities within a common watershed are enabled to petition the province to establish a conservation authority. The purpose of the Act is to provide for the organization and delivery of programs and services that further the conservation, restoration, development and management of natural resources in watersheds in Ontario.

The Authority is comprised of its Members, appointed as representatives by the Participating Municipalities:

- Town of Amherstburg (2 members)
- Town of Essex (2 members)
- Town of Kingsville (2 members)
- Town of Lakeshore (2 members)
- Town of LaSalle (2 members)
- Municipality of Leamington (2 members)
- Township of Pelee Island (1 member)
- Town of Tecumseh (2 members)
- Corporation of the City of Windsor (4 members)

The total number of Members of the Authority and the number of Members that each participating municipality may appoint, shall be adjusted as required to ensure compliance with the Conservation Authorities Act, Section 2(1)(2). An additional member may be appointed to the Authority, by the Minister, as a representative of the agricultural sector.

#### 1.1 Vision and Mission

The Essex Region Conservation Authority's strategic direction is defined and described in its Strategic Plan that is approved by the Members. Each Strategic Plan confirms, or reaffirms the Authority's Vision and Mission, as well as outcomes and actions that shape Authority priorities, processes, and plan as well as budgets and resource allocations.

The broad vision for the Essex Region is a sustainable, resilient and vibrant place with healthy and thriving watersheds, Great Lakes and a green culture.

## 1.2 Powers of Authorities

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

### **Powers of authorities**

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

- (a) to research, study and investigate the watershed and to determine programs and services whereby the natural resources of the watershed may be conserved, restored, developed and managed;*
- (b) for any purpose necessary to any project under consideration or undertaken by the authority, to enter into and upon any land and survey and take levels of it and make such borings or sink such trial pits as the authority considers necessary;*
- (c) to acquire by purchase, lease or otherwise any land that it may require, and, subject to subsection (2), to sell, lease or otherwise dispose of land so acquired;*
- (d) despite subsection (2), to lease for a term of five years or less land acquired by the authority;*
- (e) to purchase or acquire any personal property that it may require and sell or otherwise deal therewith;*
- (f) to enter into agreements for the purchase of materials, employment of labour and other purposes as may be necessary for the due carrying out of any project or to further the authority's objects;*
- (g) to enter into agreements with owners of private lands to facilitate the due carrying out of any project;*
- (h) to determine the proportion of the total benefit afforded to all the participating municipalities that is afforded to each of them*
- (i) to erect works and structures and create reservoirs by the construction of dams or otherwise;*

- (j) *to control the flow of surface waters in order to prevent floods or pollution or to reduce the adverse effects thereof;*
- (k) *to alter the course of any river, canal, brook, stream or watercourse, and divert or alter, as well temporarily as permanently, the course of any river, stream, road, street or way, or raise or sink its level in order to carry it over or under, on the level of or by the side of any work built or to be built by the authority, and to divert or alter the position of any water-pipe, gas-pipe, sewer, drain or any telegraph, telephone or electric wire or pole;*
- (l) *to use lands that are owned or controlled by the authority for purposes, not inconsistent with its objects, as it considers proper;*
- (m) *to use lands owned or controlled by the authority for park or other recreational purposes, and to erect, or permit to be erected, buildings, booths and facilities for such purposes and to make charges for admission thereto and the use thereof;*
- (m.1) *to charge fees for services approved by the Minister;*
- (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.*

## 2.0 DEFINITIONS

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

**"Authority"** means the Essex Region Conservation Authority ("ERCA") **"Act"** means the Conservation Authorities Act, R.S.O. 1990, chapter C.27

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

**"Chief Administrative Officer"** means the General Manager or Chief Administrative Officer of the Authority, and which, by resolution of the Authority, includes the responsibilities of the Secretary-Treasurer.

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

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

**“Levy”** means the amount of costs apportioned to participating municipalities in accordance with the Act and Regulations under the Act.

**“Majority”** means half of the votes plus one.

**“Members”** shall mean the members appointed to the Authority by the participating municipalities in the Authority’s area of jurisdiction.

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

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

**“Officer”** means an officer of the Authority empowered to sign contracts, agreements and other documents on behalf of the Authority in accordance with section 19.1 of the Act, which shall include the Chair, Vice-Chair(s), the Chief Administrative Officer, the Secretary-Treasurer (or the CAO/Secretary-Treasurer, if applicable) and may include such other employees as it considers necessary who shall hold office during the pleasure of the Authority.

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

**“Pecuniary Interest”** means pecuniary interest within the meaning of the Ontario Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50, including the direct, indirect and deemed pecuniary interest of a Member in any matter.

**“Presiding Officer”** means the person chairing a meeting of the Authority, General Members, Advisory Boards, Executive Committee or other committees.

**“Secretary-Treasurer”** means Secretary-Treasurer of the Authority with the roles specified in the Act.

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

**“Vice-Chair”** means the Vice-Chairperson as elected by the Members of the Authority. If a first and second Vice-Chair are elected, they shall be called First Vice-Chair and Second Vice-Chair.

**“Weighted Majority”** means the votes of 51 per cent of those represented after the votes are weighted by the percentage that applies under Ontario Regulation 139/96 for Municipal Levies.

## **3.0 GOVERNANCE**

### **3.1 Members**

#### **3.1.1 Appointments**

Participating Municipalities within the jurisdiction of the Essex Region Conservation Authority may appoint Members in accordance with Section 14 of the Act.

An additional agricultural sector representative may be appointed to the Authority by the Minister.

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

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

#### **3.1.2 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 his or her appointment and ending immediately before the first meeting of the Authority following the appointment of his or her replacement.

The Secretary-Treasurer shall notify the appropriate municipality in advance of the expiration date of any Member's term, unless notified by the municipality of the Member's reappointment or the appointment of his or her replacement.

A Member is eligible for reappointment.

A Member can be replaced by a Participating Municipality at the municipality's discretion prior to the end of their term.

#### **3.1.3 Member Accountability**

Participating Municipalities appoint Members to the Authority as their representatives. Members have the responsibilities of Directors of the corporation that is the Authority.

While the administration is responsible for the day-to-day operations, the General Membership is responsible for matters of governance, ensuring compliance with



applicable legislation, ensuring appropriate policies are in place and for financial soundness of the Authority, and ensuring the Authority is adequately equipped to carry out its objects.

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

Members are responsible for:

- Attending all meetings of the Authority;
- Understanding the purpose, function and responsibilities of the Authority;
- Becoming familiar with the vision and mission, and the programs, projects and activities of the Authority
- Being familiar with the Authority's statutory and other legal obligations;
- Setting strategic direction for the Authority with the administration.
- Making decisions in the best interest of the Authority.

#### **3.1.4 Applicable Legislation**

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

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

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

#### **3.1.5 Relationship Between Members and Staff**

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

The General Membership, with the Chief Administrative Officer, will set key performance objectives for the Chief Administrative Officer and ensure that a process exists for regular performance evaluations of the Chief Administrative Officer.

### 3.1.6 Powers of the General Membership

Subject to the Act and other applicable legislation, the General Membership is empowered without restriction to exercise all of the powers prescribed to the Authority under the Act.

In addition to the powers of an authority under S.21 of the Act for the purposes of accomplishing its objects, as referenced in the introduction of this By-law, the powers of the General Membership include but are not limited to:

- Approving by resolution, the creation of Committees and/or Advisory Boards, the members thereof, and the terms of reference for these Committees and/or Advisory Boards;
- Appointing a Chief Administrative Officer and/or Secretary-Treasurer;
- Terminating the services of the Chief Administrative Officer and/or Secretary-Treasurer.
- Approving establishing and implementing regulations, policies and programs;
- Awarding contracts or agreements where the approval of the Authority is required under the Authority's purchasing policy.
- Appointing an Executive Committee and delegate to the Committee any of its powers except:
  - The termination of the services of the Chief Administrative Officer and/or Secretary-Treasurer,
  - The power to raise money, and
  - 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.
- Approving by resolution, any new capital project of the Authority;
- Approving by resolution, the method of financing any new capital projects;
- Approving details on budget allocations on any new or existing capital projects;
- Approving of the total budget for the ensuing year, and approving the levies to be paid by the Participating Municipalities;
- Receiving and approving the Financial Statements and Report of the Auditor for the preceding year;
- Authorizing the borrowing of funds on the promissory note of the Authority in accordance with subsection 3(5) of the Act;
- Approving by resolution, any proposed acquisition of land or disposition of land, subject to the requirements under the Act;

- Approving permits or refusing permission as may be required under any regulations made under Section 28 of the Act including the delegation of this responsibility to Chief Administrative Officer consistent with Ontario Regulation 158/06.
- Holding hearings required for the purpose of reviewing permit applications, and advising every applicant of their right to appeal the decision to the Minister through the Ontario Land Tribunal;

### 3.1.7 Remuneration of Members

The Authority shall establish a per-diem rate from time to time to be paid to Members for attendance at General Meetings and Advisory Board or Committee meetings, and at such other business functions as may be from time to time requested by the Chair, through the Secretary-Treasurer.

- A single per-diem will be paid for attendance at more than one meeting if they occur consecutively on the same day.
- The Authority may approve an honorarium for the Chair and Vice-Chair(s) as compensation for their additional responsibilities.
- The Authority shall reimburse Members' reasonable travel expenses incurred for the purpose of attending meetings and/or functions on behalf of the Authority. Allowances for use of personal vehicle, and other allowances will be consistent with the allowances as set by the Province of Ontario in its Travel, Meals and Hospitality Expenses directive, as may be amended from time to time.
- Requests for such reimbursements shall be submitted within a timely fashion and shall be consistent with Canada Revenue Agency guidelines.

## 3.2 Officers

The Officers of the Authority, and their respective responsibilities, shall be the Chair, Vice-Chair, and Chief Administrative Officer.

### 3.2.1 Chair

- Is a Member of the Authority;
- Presides at all meetings of the General Membership, Executive Committee, and Advisory Committees (as required)
- Calls special meetings if necessary;
- Acts as a public spokesperson on behalf of the General Membership with respect to matters of governance, Members, and Chief Administrative Officer;
- Serves as a signing officer for the Authority;
- Ensures relevant information and policies are brought to the Authority's attention;
- Keeps the General Membership apprised of significant issues in a timely fashion;

- Serves as Vice-Chair of the Finance & Audit Advisory Board
- Participates on Committees including Conservation Ontario unless otherwise delegated by the Board;
- Serves as ex-officio Member of the Essex Region Conservation Foundation
- Inspires other Members with his or her own commitment of support, time and enthusiasm
- Performs other duties when directed to do so by resolution of the Authority.

### 3.2.2 Vice-Chair

- Is a Member(s) of the Authority;
- Attends all meetings of the Authority and Executive Committee;
- Carries out assignments as requested by the Chair;
- Understands the responsibilities of the Chair and acts as Chair immediately upon the death, incapacity to act, absence or resignation of the Chair until such time as a new Chair is appointed or until the Chair resumes his/her duties;
- Acts as a public spokesperson on behalf of the Chair and General Membership;
- Serves as a signing officer for the Authority.
- Presides at all meetings of the General Membership and Executive Committee in the absence of the Chair.
- Serves as Chair of the Finance & Audit Advisory Board
- Performs other duties when directed to do so by resolution of the Authority.

### 3.2.3 Chief Administrative Officer (CAO)/Secretary-Treasurer

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

- Is an employee of the Authority;
- Fulfills the requirements of the Secretary-Treasurer as defined in the Act and Is the custodian of the Corporate Seal
- Attends all meetings of the General Membership and Executive Committee (except for meetings to discuss the performance of the CAO), or designates an acting CAO if not available;
- Works in close collaboration with the Chair and Vice-Chair and keeps them apprised of relevant information and significant issues in a timely fashion;
- Develops a strategic plan for approval by the General Membership and implements short and long-range goals and objectives;

- Is responsible for the management of the operations of the Authority, including all staff and programs of the Authority;
- Ensures resolutions of the Authority are implemented in a timely fashion;
- Develops and maintains effective relationships and ensures good communications with Participating Municipalities, federal and provincial government ministries/agencies, Indigenous communities, other conservation authorities, Conservation Ontario, stakeholders, community groups and associations;
- Negotiates and enters into contracts with external agencies/partners to carry out the goals of the organization in accordance with approved Policy and Authority direction;
- Serves as a signing officer for the Authority.
- Represents the Authority at Conservation Ontario Council, Committee and Task Force meetings; and other functions to which it is invited, and acts as a public spokesperson for the Essex Region Conservation Authority
- May act as Executive Director of the Essex Region Conservation Foundation (ERCF), subject to ERCF acceptance, and shall be an ex-officio Director on the Board of Directors for the Essex Region Conservation Foundation.

### **3.3 Committees and Advisory Boards**

#### **3.3.1 Executive Committee**

The Authority may appoint an executive committee at the first meeting of the General Membership each year in accordance with the Section 19 of the Act and Section 3.1.6 (vi) of this by-law.

#### **3.3.2 Advisory Boards and Committees**

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

The General Membership shall approve the terms of reference for all such advisory boards and committees, which shall include the role, the frequency of meetings, how members are appointed, and the number of members required.

This by-law, resolutions and policies governing the operation of the Authority shall be observed in all advisory board and committee meetings.

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

The dates of all advisory board and committee meetings shall be made available to

all Members of the Authority and posted to the Authority's website.

A list of Advisory Boards and Committees shall be added to Appendix 4, which may be amended from time to time.

### **3.3.3 Representatives to Conservation Ontario Council**

The Authority may appoint, by resolution, 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.

## **3.4 Financial Statements and Report of the Auditor**

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

The General Membership shall receive and approve the Audited Financial Statements and Report of the Auditor annually, for the previous year, by end of June in each year. The Authority shall forward copies of the Audited Financial Statements and Report of the Auditor to Participating Municipalities and the Minister in accordance with Section 38 of the Act and will make the Audited Financial Statements available to the public on the Authority's website within sixty (60) days of receiving the Auditor's Report.

## **3.5 Levy Notice**

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

## **3.6 Signing Officers**

All deeds, transfers, assignments, contracts, and obligations entered into by the Authority shall be signed by the signing officers of the Authority.

The signing officers of the Authority shall be the Chair, Vice-Chair, the Chief Administrative Officer/Secretary Treasurer and any other Officer as the Members designate, through resolution.

Any two of the named Signing Officer positions shall be required for signing bank documents and agreements that bind the Authority and any other document or agreement that requires two signatures. In all other circumstances where the contract or agreements are

necessarily incidental to the works approved by the Authority, a single signature of the CAO/Secretary-Treasurer, or other duly appointed Officer, will be sufficient to bind the Authority.

Authorization levels, as outlined in the Board approved Purchasing/Procurement Policy, define the sole signing limits for procurement of goods and services.

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

### 3.7 Records Retention

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

- Minutes of all meetings of the Authority, including registries of statements of interests and declarations in accordance with the [Municipal Conflict of Interest Act](#);
- Assets, liabilities, receipts and disbursements of the Authority and Financial Statements and Reports of the Auditors;
- Human Resources Files for all employees and Members as applicable;
- Workplace Health and Safety documents including workplace inspections, workplace accidents, investigations, etc.;
- Electronic Communications including emails
- Contracts and Agreements entered into by the Authority;
- Strategic Plans and other documents providing organizational direction
- Projects of the Authority;
- Technical Studies and data gathered in support of Programs of the Authority;
- Legal Proceedings involving the Authority;
- Incidents of personal injury or property damage involving the Authority and members of the public.

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

#### 3.7.1 Records Available to Public

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

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

### 3.8 Indemnification of Members, Officers and Employees

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

The Authority undertakes and agrees to indemnify and save harmless its Members, Officers and Employees, and former Members, Officers and Employees who were in those positions at the time the circumstances giving rise to the proceedings and actions listed below, 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,
- such Member was found not to have contravened the Municipal Conflict of Interest Act, R.S.O. 1990, Chapter M.50, including a Member 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, 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.

### 4.0 MEETING PROCEDURES

The Meeting Procedures below, governing the procedure of the Authority, shall be observed in all Executive Committee, Advisory Board and Committee 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 Procedure Act, the details of which are specified in the Essex Region Conservation Authority's Hearing Procedures.



## 4.1 Rules of Procedure

In all matters of procedure not specifically dealt with under the Act and this By-law, the current edition of Roberts Rules of Order shall be binding.

The Authority may choose to conduct its business as a Committee of the Whole in keeping with Section 4.13

## 4.2 Notice of Meeting

The General Membership shall approve a schedule for General Membership meetings in advance.

The Secretary-Treasurer shall send Notice of regular meetings to all Members at least five calendar days in advance of a meeting. Notice of all regular or special meetings of the General Membership or its committees and advisory boards shall be made available to the public by posting the notice on the Authority's website as soon as possible after its delivery to General Membership.

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

All material and correspondence to be dealt with by the Authority at a meeting will be submitted to the Secretary-Treasurer in advance of the meeting where it is to be dealt with 14 days prior to the meeting, if it is to be included in the published agenda, or 4 days if it is to be introduced at the meeting.

The Chair may, at his/her pleasure, call a special meeting of the Authority as necessary on three to five calendar days notice in writing or email. That notice shall state the business of the special meeting and only that business shall be considered at that special meeting. Any Member, with 50% support of the other members, may also request the Chair to call a meeting of the General Membership and the Chair will not refuse.

The Chair or the Secretary-Treasurer may, by notice in writing or email delivered to the members so as to be received by them at least 12 hours before the hour appointed for the meeting, postpone or cancel any meeting of an Advisory Board or other committee until the next scheduled date for the specific Advisory Board or committee affected.

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

### 4.3 Quorum

At any meeting of the General Membership, a quorum consists of one-half of the Members appointed by the Participating Municipalities. At any Executive Committee, advisory board or committee meeting, a quorum consists of one-half of the members of the Executive Committee, advisory board or committee.

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

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

Agenda items including delegations present may be covered and presented and issues discussed, but no formal decisions may be taken by the remaining Members which do not constitute a quorum.

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

### 4.4 Meetings Open to Public

All meetings of the General Membership and Executive Committee including Annual General Meetings, shall be open to the public.

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

When meetings are held electronically:

- the Essex Region Conservation Authority must continue to implement best practices to make board meetings open to the public in accordance with subsection 15 (3) of the *Conservation Authorities Act*.
- Where possible, Essex Region Conservation Authority must provide for alternative means to allow the public to participate in any meetings electronically.

## 4.5 Agenda for Meetings

The Secretary-Treasurer, in consultation with the Chair and with Authority staff support, shall prepare an agenda for all regular meetings of the Authority that shall include, but not necessarily be limited to, the following headings:

1. Call to Order
2. Land Acknowledgement
3. Declarations of Pecuniary Interest
4. Approval of Agenda
5. Hearings *(if required)*
6. Adoption of Minutes
7. Business Arising From Previous Meeting
8. Announcements
9. Delegations
10. Presentations
11. Reports for Approval
12. Reports for Information
  - a. Environmental Registry Reports for Comment
  - b. Correspondence
13. Committee of the Whole *(if required)*
14. Other Business
15. Adjournment

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

Agendas for meetings shall be forwarded to all Members in accordance with the notice provisions of this by-law. Such agendas shall be made available to the public on the Authority's website, in accordance with the notice provisions of this by-law unless the meeting is closed to the public in accordance with this by-law. Such agendas shall also be available in alternative formats, in accordance with the [Accessibility for Ontarians with Disabilities Act](#), if requested by interested parties.

## 4.6 Order of Business

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

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

#### 4.7 Debate

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

- A Member shall be recognized by the Presiding Officer prior to speaking;
- Where two or more Members rise to speak, the Presiding Officer shall designate the Member who has the floor, who shall be the Member who in the opinion of the Chair Presiding Officer was first recognized;
- All questions and points of discussion shall be directed through the Presiding Officer;
- Where a motion is presented, it shall be moved and seconded before presentation, discussion, or debate;
- No Member shall speak more than once to the same question without leave from the Chair, except in explanation of a material part of the speech;
- No Member shall speak more than three minutes without leave of the Presiding Officer;
- Any Member may ask a question of the previous speaker through the Presiding Officer;
- The Member who has moved a motion shall speak first and, other than a motion to amend or dispose of a motion, may speak again to the motion immediately before the Presiding Officer puts the motion to a vote;
- When a motion is under debate, no motion shall be received other than a motion to amend, to defer action, to refer the question, to take a vote, to adjourn, or to extend the hour of closing the proceedings, object to consideration of the question, point of order, withdraw the motion, divide the question, personal privilege, parliamentary inquiry, or point of information;
- When a motion is under consideration, only one amendment is permitted at a time.

#### 4.8 Matters of Precedence

The following matters shall have precedence over a main motion:

- a point of order;
- a matter of privilege;
- a matter of clarification;
- a motion to suspend a rule of procedure or to request compliance with the rules of procedure;
- a motion that the question be put to a vote;

- a motion to adjourn.

#### 4.9 Members' Attendance

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

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

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

Members are required to attend all meetings of the Authority. A Member may, by notice to the Chief Administrative Officer, send regrets prior to a scheduled meeting of the Authority. A Member who does not provide notice to the Chief Administrative Officer will be marked as absent. Absence at three consecutive General Membership meetings will be reported by the Chief Administrative Officer to their appointing municipality.

#### 4.10 Electronic Participation

Whenever possible, meetings of the Essex Region Conservation Authority will be held in person.

Where a meeting cannot be held in person, Members may participate in a meeting that is open to the public by telephonic or other electronic means that permits all participants to communicate adequately with each other during the meeting and providing:

- a) That members of the authority be permitted to participate in meetings electronically, which shall include the ability of those members participating electronically to register votes.
- b) That any member of the authority who is participating electronically in a meeting may be counted in determining whether or not a quorum of members is present at any point in time during the meeting in accordance with the requirement in subsection 16 (2) of the *Conservation Authorities Act*.
- c) That any member of the authority can participate electronically in a meeting that is closed to the public.
- d) That any hearing or appeal that is dealt with in the by-laws can be conducted electronically with provisions for applicants and their agents to participate, if the conservation authority holds any such hearing or appeal during any period where an

emergency has been declared to exist.

#### 4.11 Delegations

Any person or organization who wishes to address Members at a General Membership Meeting may make a request in writing or email to the Secretary-Treasurer. The request should include a brief statement of the issue or matter involved and indicate the name(s) of the proposed speaker(s). If such request is received at least ten (10) days in advance of a scheduled meeting, the delegation shall be listed on the published agenda.

Depending on the delegation interest/issue, Administration may include a staff report for distribution in the Agenda package to Members.

Delegations wishing to use presentation materials (e.g. PowerPoint) or to provide a written submission to support their presentation must provide these materials at the time they make the request to the Secretary-Treasurer.

Any person or organization requesting an opportunity to address the General Membership, but not having made a written request to do so in the timelines specified above, may appear before the meeting if approved by a majority of Members present, or shall be listed on the published agenda for the following meeting.

Except by leave of the Presiding Officer or a motion passed by a majority of Members present, delegations shall be limited to one (1) speaker for not more than 10 minutes. Members may ask questions of the speaker(s) for up to 15 minutes. The Presiding Officer, if satisfied that all points have been clarified, may bring the presentation to a close.

Delegation requests will be recorded by date and time upon receipt at the ERCA office. Generally, the General Membership will hear no more than three (3) requests for delegations during a meeting. In the event of an extraordinary number of delegation requests for a meeting of the General Membership, the Chair may call a special meeting of the General Membership. The Chief Administrative Officer will advise the organization or individual that they are listed on the meeting agenda and inform them of the meeting date, time and location.

Any actions arising from the delegation will be communicated in writing to the contact person.

A returning delegation will only be allowed to speak again if new, relevant information has become available since their previous presentation. The Presiding Officer may choose to end a returning delegation's presentation if, in the opinion of the Presiding Officer, the new information being presented is not relevant to a decision facing the General Membership.

## 4.12 Annual Meeting

The Authority shall designate the first meeting of the Authority each year as the Annual Meeting.

### 4.12.1 Election of Chair and Vice-Chairs

The election of the Chair and Vice-Chair shall be held at the Annual Meeting in accordance with the Act and the Authority's Procedures for Election of Officers (Appendix 3).

The election of Chair and Vice-Chair positions will alternate between City of Windsor and non-city of Windsor municipalities for no more than a two-year terms elected annually. This practice is dependent on the continuity of Member appointments by Municipalities

### 4.12.2 Maximum Terms for Chair and Vice-Chair

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 the 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.

### 4.12.3 Appointments

The Annual Meeting shall include the following items on the agenda for resolution by the General Membership, in addition to the usual order of business:

- Appointment of the auditor for the upcoming year in accordance with Section 38 of the Act
- Appointment of Solicitor(s) to act as the Authority's legal counsel for the upcoming year
- Appointment of Financial Institution(s) to act as the Authority's banker(s) for the upcoming year
- Establishment of a Borrowing Resolution and such resolution shall be in force until it is superseded by another borrowing resolution.
- Appointment of Members to Committees and Advisory Boards

## 4.13 Meetings with Closed "In Camera" Sessions

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

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

- The security of the property of the Authority;
- Personal matters about an identifiable individual, including employees of the Authority;
- A proposed or pending acquisition or disposition of land by the Authority;
- Labour relations or employee negotiations;
- Litigation or potential litigation, including matters before administrative tribunals (e.g. Ontario Land Tribunal), affecting the Authority;
- Advice that is subject to solicitor-client privilege;
- A matter in respect of which the General Membership, Executive Committee, Advisory Board or committee or other body may hold a closed meeting under another Act;
- Information explicitly supplied in confidence to the Authority by Canada, a province or territory or a Crown agency of any of them;
- A trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the Authority, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
- A trade secret or scientific, technical, commercial or financial information that belongs to the Authority and has monetary value or potential monetary value; or
- A position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Authority.
- investigations related to the enforcement of by-laws and policies, and the Authority's Code of Conduct as described in Section 5.1 of these by-laws.

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

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

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

- the meeting meets the criteria outlined in this by-law to be closed to the public; and
- the vote is for a procedural matter or for giving directions or instructions to Officers, employees or agents of Authority.



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

A meeting of the General Membership, Executive Committee, Advisory Board or other committee may also be closed to the public if:

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

#### 4.14 Voting

In accordance with Section 16 of the Act:

- each Member, including the Chair, is entitled to one vote, and
- a majority vote of the Members present at any meeting is required upon all matters coming before the meeting except if this by-law, legislation or Robert's Rules of Order require a higher voting threshold.

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

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

On a tie vote, the motion is lost.

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

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

If a Member present at a meeting at the time of the vote requests immediately before or after the taking of the vote that the vote be recorded, each Member present taken by alphabetical Municipality and by alphabetical surname, with the Presiding Officer voting last, except a member who is disqualified from voting by any Act, shall announce his or her vote openly answering "yes" or "no" to the question, and the Secretary-Treasurer shall record each vote.

At the meeting of the General Membership at which the Final Budget, including Non-Matching Levy, is to be approved, the Chief Administrative Officer shall conduct the vote to approve the Budget by a Weighted Majority of the Members present and eligible to vote, in accordance with Ontario Regulation 139/96.

Where a question under consideration contains more than one unrelated item, upon the request of any Member, a vote upon each item shall be taken separately. If a question under consideration contains more than one related item, a Member can move for a division of the question and if seconded shall be voted on whether to divide it.

Except in the election of Chair and Vice Chair (as provided in Appendix 3: Election Procedures), no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

#### **4.15 Notice of Motion**

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

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

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

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

#### **4.16 Motion to Reconsider**

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

## 4.17 Duties of the Presiding Officer

It shall be the duty of the Presiding Officer, with respect to any meetings over which he/she presides, to:

- Preserve order and decide all questions of order, subject to appeal; and without argument or comment, state the rule applicable to any point of order if called upon to do so;
- Ensure that the public in attendance does not in any way interfere or disrupt the proceedings of the Members;
- Receive and submit to a vote all motions presented by the Members, which do not contravene the rules of order or otherwise out of order;
- Announce the results of the vote on any motions so presented;
- Adjourn the meeting when business is concluded.

### 4.17.1 Absence of Chair and Vice-Chair(s)

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

## 4.18 Conduct of Members

Members shall maintain a high standard for conduct and at all times comply with applicable laws, this by-law, policies and procedures of the Authority, and the Authority's Code of Conduct (Appendix 1).

No Member at any meeting of the Authority shall:

- Speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, ethnic origin, citizenship, creed, gender, gender identity, gender expression, sexual orientation, age, colour, marital status, family status or disability;
- Leave their seat or make any noise or disturbance while a vote is being taken or until the result is declared;
- Interrupt a Member while speaking, except to raise a point of order or a question of privilege or as otherwise permitted by this by-law or Robert's Rules of Order;
- Speak disrespectfully or use offensive words against the Authority, the Members, staff, or any member of the public;
- Speak beyond the question(s) under debate; or
- Resist the rules of order or disobey the decision of the Presiding Officer on the questions or order or practices, except by a motion to appeal a decision of the Presiding Officer, or upon the interpretation of the By-laws.

## 4.19 Minutes of Meetings

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

If a recording secretary is not present in a closed session, the Chief Administrative Officer shall take notes of any direction provided, for endorsement by the Presiding Officer.

Minutes of all meetings shall include the date, time and place of the meeting and a list of those present, regrets given, and shall state all motions presented together with the mover and seconder and voting results.

The Chief Administrative Officer or designate shall include draft minutes of the previous meeting available to each Member of the Authority at the same time as agendas for the next meeting are distributed.

After the minutes have been approved by resolution, originals are signed electronically by the Chair, and Chief Administrative Officer and copies of all non-confidential minutes shall be posted on the Authority's website. Minutes shall be made available for review on the Authority's website within 30 days of the meeting. Minutes shall be made available in alternative formats, in accordance with the Accessibility for Ontarians with Disabilities Act, if requested by interested parties.

## 5.0 IMPLEMENTATION, REVIEW AND APPROVALS

### 5.1 Enforcement of By-laws and Policies

The Members (and members of Committees and Advisory Boards) shall respect and adhere to all applicable by-laws and policies (for example, the Code of Conduct and Conflict of Interest). The Authority may take reasonable measures to enforce its by-laws, policies, and Code of Conduct, including the enforcement mechanisms under the Municipal Conflict of Interest Act.

The procedure for enforcement will include:

- an investigation will be conducted regarding the alleged breach;
- an opportunity will be provided to the affected member to respond to the allegation;
- the findings of the investigation and the affected member's response will be communicated to the General Membership in a closed meeting;
- the appointing municipality shall be notified of the outcome of the investigation

### 5.2 By-law Review

In accordance with the Act, these by-laws shall be reviewed by the Authority to ensure the

by-laws are in compliance with the Act and any other relevant law. The General Membership shall review the by-laws every five years to comply with S.19(1) of the Act, or in response to changes to the Act and/or related regulations to ensure best management practices in governance are being followed.

### 5.3 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.

### 5.4 Approval of By-Law and Revocation of Previous By-Law(s)

By-law number A1: Administrative By-Laws shall come into force on the 13th day of September, 2018.

Read a First Time: June 21, 2018  
Read a Second Time: November 8, 2018

Signed:



Chair



General Manager/Secretary-Treasurer

**Amended**

April 20, 2020 (BD08/20)

Signed:



Chair



General Manager/Secretary-Treasurer

**Amended**

July 8, 2020 (EC04/20)

Signed:



Chair



General Manager/Secretary-Treasurer

**Amended**

December 10, 2020 (BD39/20)

Signed:



Chair



Interim General Manager/Secretary-Treasurer

**Amended**

November 18, 2021 (BD28/21)

Signed:



Chair



CAO/Secretary-Treasurer

## APPENDIX 1 - CODE OF CONDUCT

### 1.0 Background

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

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

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

### 1.1 General

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

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

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

- upholds the mandate, vision and mission of the Authority;
- considers the Authority's jurisdiction in its entirety, including their appointing municipality;
- respects confidentiality;
- approaches all Authority issues with an open mind, with consideration for the organization as a whole;
- exercises the powers of a Member when acting in a meeting of the Authority;
- respects the democratic process and respects decisions of the General Membership, Executive Committee, Advisory Boards and other committees;
- complies with all applicable legislation, policies and procedures of the Authority;

- 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.

## 1.2 Gifts and Benefits

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

## 1.3 Confidentiality

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

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

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

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

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

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

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



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

#### **1.4 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.

#### **1.5 Work of a Political Nature**

No Member shall use Authority facilities, services or property for his/her election or re-election campaign to any position or office within the Authority, Participating Municipality, or otherwise.

#### **1.6 Conduct at Authority Meetings**

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

#### **1.7 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. Individual Members do not have the authority to instruct Staff.

#### **1.8 Business Relations**

No Member shall borrow money from any person who regularly does business with the Authority unless such person is an institution or company whose shares are publicly traded and who is regularly in the business of lending money.

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

#### **1.9 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.

#### **1.10 Harassment**

It is the policy of the Authority that all persons be treated fairly in the workplace in an environment free of discrimination and of personal and sexual harassment. Harassment of another Member, staff or any member of the public is misconduct. Members shall follow the

Authority's Harassment Policy as approved from time-to-time.

Examples of harassment that will not be tolerated include: verbal or physical abuse, threats, derogatory remarks, jokes, innuendo or taunts related to an individual's race, religious beliefs, colour, gender, physical or mental disabilities, age, ancestry, place of origin, ethnic origin, citizenship, creed, gender identity, gender expression, record of offences, marital status, source of income, family status or sexual orientation. The Authority will also not tolerate the display of pornographic, racist or offensive signs or images; practical jokes that result in awkwardness or embarrassment; unwelcome invitations or requests, whether indirect or explicit and any other prohibited grounds under the provisions of the Ontario Human Rights Code.

### **1.11 Breach of Code of Conduct**

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

Should a Member allege that another Member has breached the Code of Conduct, the said breach shall be communicated to the Chair, with a copy to the Secretary-Treasurer, in writing. In the absence of the Chair, or if a Member alleges that the Chair has breached the Code of Conduct, the said breach shall be communicated the Vice-Chair, with a copy to the Secretary-Treasurer, in writing.

Should a member of the public or a municipality allege that a Member has breached the Code of Conduct, the party making the allegation will be directed to follow the notification procedure outlined above.

Any breach, or alleged breach, of the Code of Conduct shall be investigated in accordance with the Enforcement of By-laws and Policies procedure outlined or referred to in the Authority's Administrative By-law.

## **APPENDIX 2 - CONFLICT OF INTEREST**

### **1.1 Municipal Conflict of Interest Act**

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

### **1.2 Disclosure of Pecuniary Interest**

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

- shall, prior to any consideration of the matter at the meeting, disclose the pecuniary interest and the general nature thereof;
- shall not take part in the discussion of, or vote on any question in respect of the matter; and,
- shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question.

### **1.3 Chair's Conflict of Interest or Pecuniary Interest**

If the Presiding Officer of a meeting is a Member and discloses a conflict of interest with respect to a matter under consideration at a meeting, another Member shall be appointed to chair that portion of the meeting in accordance with this by-law.

### **1.4 Closed Meetings**

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

### **1.5 Member Absent**

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

## 1.6 Disclosure Recorded in Minutes

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

Commencing after March 1, 2019, in addition to the record above, in accordance with the Municipal Conflict of Interest Act, a Member shall file with the Secretary-Treasurer at the meeting at which the Member disclosed an interest or as soon as possible afterwards, a written statement of the interest and its general nature, except the statement shall not contain the general nature if the meeting was closed to the public,

## 1.7 Breach of Conflict of Interest Policy

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

Should a Member allege that another Member has breached the Conflict of Interest Policy, the said breach shall be communicated to the Chair, with a copy to the Secretary Treasurer, in writing. In the absence of the Chair, or if a Member alleges that the Chair has breached the Conflict of Interest Policy, the said breach shall be communicated the Vice-Chair, with a copy to the Secretary-Treasurer, in writing.

Should a member of the public or a municipality allege that a Member has breached the Conflict of Interest Policy, the party making the allegation will be directed to follow the notification procedure outlined above.

Any breach, or alleged breach, of the Conflict of Interest Policy shall be investigated in accordance with the Enforcement of By-laws and Policies procedure outlined or referred to in the Authority's Administrative By-law.

Should a Member breach the Conflict of Interest Policy, the Member may be subject to the enforcement provisions of the Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50.

Members will not be reimbursed for any costs or expenses as a result of proceeding under the Municipal Conflict of Interest Act if the Member is found to have contravened that Act.

## APPENDIX 3 - PROCEDURE FOR ELECTION OF OFFICERS

### 1.1 Voting

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

### 1.2 Acting Chair

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

### 1.2 Scrutineer(s)

The Acting Chair requests a motion to appoint two (2) persons, who are not Members or employees of the Authority, to act as scrutineers for the purpose of counting ballots, should an election be required.

The appointment of scrutineers requires both a mover and a seconder.

### 1.3 Election Procedures

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

- Voting shall be by secret ballot and no Member may vote by proxy. Only current Members of the Authority who are present may vote;
- A majority vote shall be required for election.
- The elections shall be conducted in the following order:
  - Election of the Chair, who shall be a Member of the Authority
  - Election of Vice-Chairs, who shall be a Member of the Authority.
- The Acting Chair shall ask for nominations to each position and ensuring that only those Members who are eligible to stand for election in any given year based on whether they are appointed a Member by the City of Windsor or non-City of Windsor municipality, and have not served for more than two consecutive terms;
- Nominations shall be called three (3) times and will only require a mover;
- When no further nominations are forthcoming, the Acting Chair requests a motion to close nominations.
- The closing of nominations shall require both a mover and a seconder;
- 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.

### **1.3.1 If one Nominee:**

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

### **1.3.2 If More than One Nominee:**

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.

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. The Acting Chair repeats the names aloud and asks the Members to write the name of one individual only on the ballot.

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.

### **1.3.3 If More than Two Nominees:**

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

In the case of a vote where no nominee receives the majority required for election and where two or more nominees are tied with the least number of votes, a special vote shall be taken to decide which one of such tied nominees' names shall be dropped from the list of names to be voted on in the next vote.

Should there be a tie vote between two remaining candidates, new ballots shall be distributed and a second vote held.

Should there still be a tie after the second ballot a third vote shall be held.

Should there be a tie after the third vote, the election of the office shall be decided by lot drawn by the Acting Chair.

## APPENDIX 3B - PROCEDURE FOR ELECTION OF OFFICERS DURING AN ELECTRONIC MEETING

### 1.1 Voting

Voting shall be undertaken using a polling feature in Zoom Web Conferencing and no Members may cast a vote outside of that system (i.e. by telephone or other electronic means) or by proxy

### 1.2 Acting Chair

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

### 1.3 Election Procedures

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

- Voting shall be by poll, within the Web-Conferencing software conducted in real-time, and no Member may vote by proxy. Only current Members of the Authority who are present may vote.
- The highest percentage of total votes will be displayed as results are shared immediately after the polling closes.
- The elections shall be conducted in the following order:
  - Election of the Chair, who shall be a Member of the Authority
  - Election of Vice-Chair, who shall be a Member of the Authority.
- The Acting Chair shall ask for nominations to each position and ensuring that only those Members who are eligible to stand for election in any given year based on whether they are appointed a Member by the City of Windsor or non-City of Windsor municipality and have not served for more than two consecutive terms;
- Nominations shall be called three (3) times and will only require a mover;
- When no further nominations are forthcoming, the Acting Chair requests a motion to close nominations.
- The closing of nominations shall require both a mover and a seconder;
- 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.

### **1.3.1 If one Nominee:**

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

### **1.3.2 If More than One Nominee:**

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.

Upon the acceptance by nominees to stand for election to the position of office, the Host/Administrator shall add nominee's names to the polling software. All of the names of those standing for election will be listed in the poll. Acting Chair repeats the names aloud and asks the Members, when the poll is launched, to select the name of one individual only to represent their ballot.

When the polling is closed, the Administrator will share results to the group and the individual with the greatest percentage of the vote as displayed will be elected.

The Acting Chair will advise of who was elected with more than 50% of the vote.

### **1.3.3 If More than Two Nominees:**

If there are more than two nominees, and upon the first vote, no nominee receives the 50% 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 a new poll taken.

In the case of a vote where no nominee receives the 50% 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 poll.

Should there be a tie vote between two remaining candidates, new poll shall be undertaken and a second vote held.

Should there still be a tie after the second poll a third vote shall be held.

Should there be a tie after the third vote, the election of the office shall be decided by lot drawn by the Acting Chair.



## APPENDIX 4 – COMMITTEES AND ADVISORY BOARDS

The current list of Committees and Advisory Boards includes:

- Executive Committee
- Finance and Audit Advisory Board
- Conservation Services Advisory Board
- John R. Park Homestead Advisory Board

### ERCA COMMITTEES AND ADVISORY BOARDS

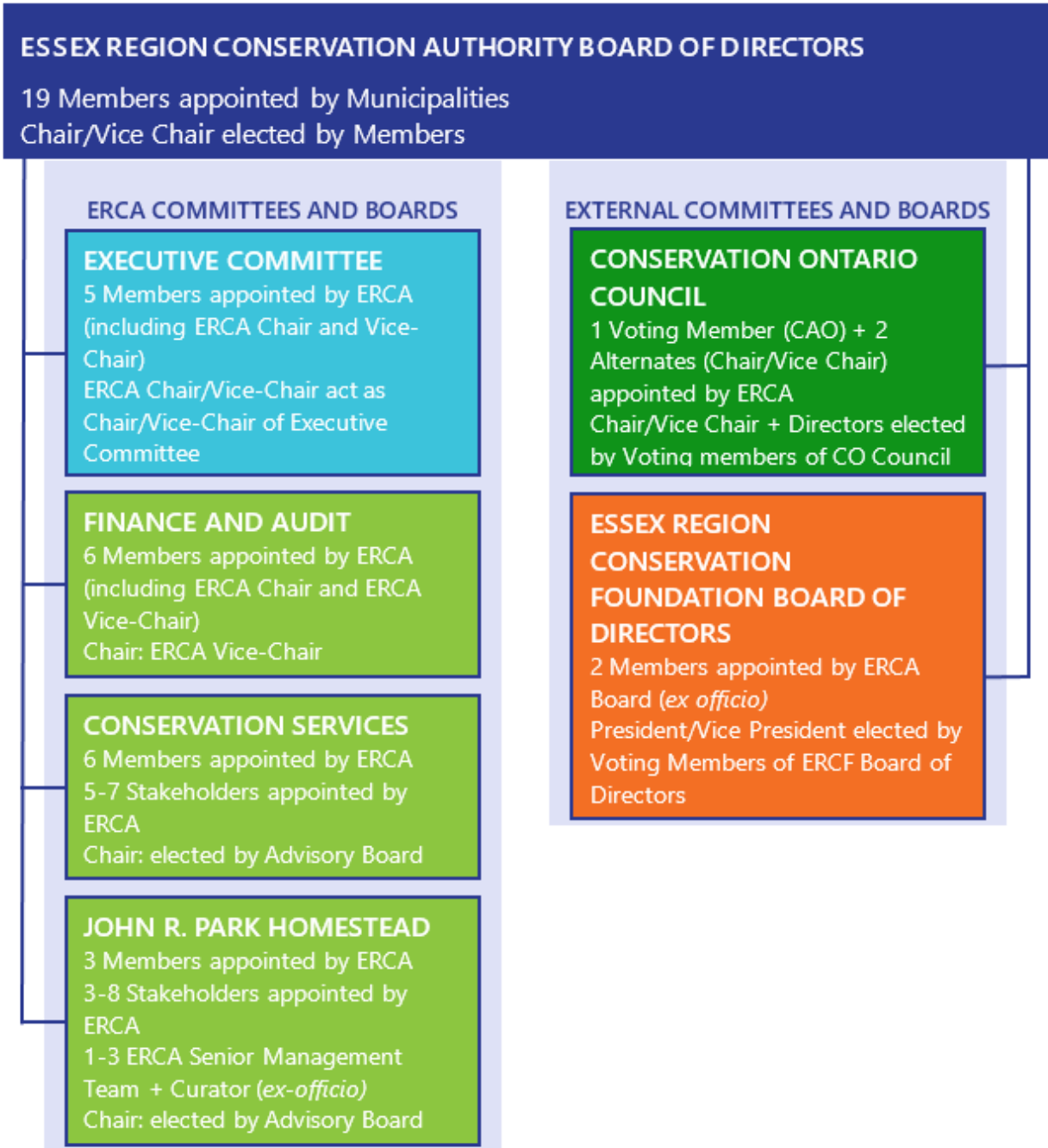
In accordance with Section 19 of the Act, and Section 3.1.6 (vi) and Section 3.6 of this By-Law, the Authority shall establish such advisory boards as required by the Regulation and may establish such other advisory boards or committees as it considers appropriate to study and report on specific matters.

The General Membership shall approve the terms of reference for all such advisory boards and committees, which shall include the role, the frequency of meetings and the number of members required.

The dates of all advisory board and committee meetings shall be made available to all Members of the Authority. Resolutions and policies governing the operation of the Authority shall be observed in all advisory board and committee meetings.

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

ERCA proposes the creation of an Executive Committee, as well as a Finance and Audit Advisory Board, a Conservation Services Advisory Board and a John R. Park Homestead Advisory Board, with members appointed by the Board of Directors. ERCA also requires appointment of Members to Conservation Ontario, and the Essex Region Conservation Foundation, in accordance with those respective By-Laws, as described below:



## 1.0 Executive Committee

### Purpose

The Authority delegates the following powers to the Executive Committee:

- to enter into contracts or agreements (other than for the acquisition or disposition of land) but which are either necessarily incidental to a project approved pursuant to the Act or necessarily incidental to the works approved by the Authority.
- to accept such tenders and to award contracts in accordance with the specific limits set by the Authority and in accordance with the policies and procedures established by the Authority.
- to grant or refuse permission, and to hold hearings to which the applicant shall be a party before refusing such permission, for the doing of those things within the area under the jurisdiction of ERCA which are set out in Section 28 of the Act, all as provided for in the said Section 28 of the Act.
- to work with the Chief Administrative Officer to set key performance objectives and ensure that a process exists for regular performance evaluations of the Chief Administrative Officer and/or Secretary-Treasurer.
- to exercise such additional powers as may be assigned to it by the Authority including corporate and operational policies, amendments to the Collective Agreement as required, excluding those powers set out in Section 19.1(1)(d) of the Act,
- to report on its decisions and actions and make recommendations as required to the Authority Board of Directors at the first meeting of the Authority following its meetings (e.g. CUPE, personnel (other than CAO), policy, etc.);

### Meetings:

- Meetings to be scheduled in months where the full Authority Board is not scheduled to hold a regular meeting, and as required. Meetings may be cancelled if not required (i.e. if no hearing is scheduled, and/or no tender or other approvals required)
- Meetings for hearings to be scheduled for regular meetings of the Executive Committee.

### Membership:

- Chair, and Vice-Chair will be the Chair and Vice-Chair respectively, of the Full Authority.
- Three (3) other at-large members appointed from the Board of Directors

## 2.0 Finance and Audit Advisory Board

### Purpose

The purpose of the Finance and Audit Advisory Board is to advise, and provide recommendations to the ERCA Board of Directors on the appropriate policies in the areas of long-term financial sustainability of the ERCA related to its approved Strategic Priorities.

- To regularly review guiding principles and procedures related to budget, purchasing and other financial matters.
- To review draft audited financial statements, including management's assumptions and representations, financial practices, and make applicable recommendations to the Board of Directors and management of ERCA.
- To ensure that policies and practices are in place for the authorization of payments of accounts within the approved ERCA budget in accordance with any monetary or other limits set by the Authority;
- To review Strategic Plan priorities and long-term budget forecasts and projections for ERCA, related to ERCA 5-Year Sustainability Plans.
- To fulfill any other related duties as assigned by the Board of Directors, to the prescribed limits of the Conservation Authorities Act.

### Meetings

- Meetings to be held bi-annually, and as may be required, to review Audited Financial Statements, to guide development of Annual Budgets and to contribute to other corporate undertakings with financial implications, such as multi-year Sustainability Plans.

### Membership

- Vice-Chair of the Authority acts as Chair of Finance and Audit Advisory Board elected by the Board of Directors
- Five (5) other Members appointed from the Board of Directors.
- Community representatives with demonstrated public-sector financial knowledge may be invited to serve as ex-officio members or participate in meetings on request of the advisory board, but shall not be included for purposes of quorum.

### 3.0 Conservation Services Advisory Board

The Conservation Areas Advisory Board provides input into the ongoing management, development and protection of our Conservation Areas, guided by the approved Conservation Land Management Framework, and makes recommendations to the Board of Directors on maintenance, restoration and stewardship programs as required.

#### Meetings:

- Meetings are held as required
- Community consultation sessions on management plans are scheduled at times and locations to facilitate broad community participation.

#### Membership:

- Six (6) Members appointed from the Board of Directors
- One (1) Member of ERCA's Senior Management Team responsible for Conservation Areas programs (Director of Conservation Services)
- Chair of the Conservation Services Advisory Board elected by the members of the Advisory Board
- Five (5) to Seven (7) Community representatives, from appropriate stakeholder groups, including:
  - Point Pelee National Park
  - Ministry of Natural Resources and Forestry/Parks Ontario
  - Field Naturalists
  - Holiday Beach Migration Observatory
  - Ontario Federation of Anglers and Hunters
  - Caldwell First Nations
- Additional staff or external resources may be invited to participate in meetings on request of the advisory board, but shall not be included for purposes of quorum.

## 4.0 John R. Park Homestead Advisory Board

In keeping with the Standards for Community Museums in Ontario for the operation of a good community museum and to receive funding from the Ministry for museums, ERCA is required to appoint or elect a governing body that is responsible only for the operation of the museum, such as a Board of Directors, a Management Committee, or an Advisory Committee. Within the Ethics Guidelines, whatever its formation, the governing body is "... the legal entity that is accountable to the public and to the museum community for the policy, financing and administration of the museum". Further, that Municipal Museums may be governed by a committee or board of management that advises council.

The John R. Park Homestead Advisory Board provides advice and recommendations to the Board of Directors on those standards it can provide input on (limited to the Community Museum Operating Standards), or as may be directed by the Board of Directors. The Advisory Board may also provide recommendations to the Board of Directors on other matters it may deem appropriate.

### Meetings:

- Meetings are generally held 4-6 times annually at John R. Park Homestead or electronically as required.

### Membership:

- Three (3) Members appointed by the Board of Directors
- A minimum of one (1) and up to three (3) ex-officio Members of ERCA's Senior Management Team responsible for JRPH Museum operations and management
- Three (3) to Eight (8) Community members from Friends of the Homestead and other engaged parties
- Chair of the John R. Park Homestead Advisory Board elected by the members of the Advisory Board
- The JRPH Curator/Education Coordinator is an ex-officio member of the Advisory Board
- Other ERCA staff may participate in meetings on request of the advisory board, but shall not be included for purposes of quorum

## 5.0 Conservation Ontario

Conservation Ontario is a non-profit association that represents the network of 36 Conservation Authorities. It supports the network of Conservation Authorities and is responsible for:

- Government Relations
- Policy and Program Development
- Building and Maintaining Partnerships
- Corporate Communications
- Research and Information
- Evaluation and Reporting
- Education and Training

Conservation Ontario is funded primarily by its member conservation authorities, supplemented by project funding and contract work.

Each Authority may appoint, by resolution, up to three Representatives to Conservation Ontario Council ("Council"). Council will consist of the Voting Delegate and Alternate(s) appointed by each Member Conservation Authority. The Voting Delegate and Alternates shall be registered with Conservation Ontario annually. Each Conservation Authority has one vote in all Conservation Ontario matters.

### Meetings:

- Meetings are normally held on Mondays, four times a year. Additional meetings may be held at the call of the Chair, Conservation Ontario.

### Members:

- ERCA appoints one member (traditionally the Chair or Vice-Chair) as Voting Member of Conservation Ontario.
- ERCA appoints an Alternate (traditionally the Chair or Vice-Chair) to act as the alternate in absence of the Voting member.
- ERCA appoints the CAO as Alternate of Conservation Ontario (or as Voting Member, if Member schedules do not permit full participation by Appointed Members)
- The Chair of Conservation Ontario is elected by voting members of Conservation Ontario.
- Conservation Ontario is governed by a six member Board of Directors elected by representatives of each of the 36 Conservation Authorities.

## 6.0 Essex Region Conservation Foundation

The Essex Region Conservation Foundation (ERCF) was established in 1977 to receive and maintain funds for charitable, educational, conservation and heritage purposes related directly or indirectly to the conservation, restoration, development and management of natural and heritage resources in the Essex Region.

The Foundation shares ERCA's Vision for the Essex Region as a sustainable, resilient and vibrant place with healthy and thriving watersheds, Great Lakes and a green culture. It's Mission is: Improving our environment to enrich our lives.

The Authority receives an annual operating grant, determined by the Foundation Board of Directors, which partially compensates the Authority for staff time and other associated operating expenses directly relating to the Foundation's activities.

### Meetings:

- A public annual general meeting is held annually and the Board of Directors meets 6-8 times a year.
- Additional meetings may be called by the Chair, as required.

### Members:

- The By-Laws of the Essex Region Conservation Foundation allow for two (2) Members of the Essex Region Conservation Authority Board of Directors to sit as ex-officio Directors of the Foundation.
- Further to the Charities Accounting Act Regulations and ERCF By-laws and policies, ex-officio members from the ERCA Board will not be compensated for this appointment.
- The Chair and Vice Chair of the Foundation are elected by voting members of the Foundation.
- ERCA's Chief Administration Officer is an ex officio member of the ERCF Board of Directors and may be appointed as Secretary to the Board.