

MISSISSIPPI VALLEY CONSERVATION AUTHORITY  
POLICY AND PRIORITIES ADVISORY COMMITTEE

MVCA Boardroom

1:00 PM

April 5, 2019

**AGENDA**

**Roll Call**

**Declarations of Interest (to be submitted in written format)**

**ITEMS FOR DECISION**

1. Minutes – Policy & Priorities Advisory Committee Meeting – June 27, 2018
2. Business Arising
3. Election of Chair and Vice-Chair
4. Amendment of Administrative By-Law
  - a. Secretary-Treasurer (Staff Report #2999/19)
  - b. Voting by Proxy (Staff Report #3000/19)
  - c. Invited Members (Staff Report #3001/19)
5. Other Business

**ADJOURNMENT**

MISSISSIPPI VALLEY CONSERVATION AUTHORITY  
POLICY AND PRIORITIES ADVISORY COMMITTEE

MVCA Boardroom

**MINUTES**

June 27, 2018

**MEMBERS PRESENT:**

D. Abbott, Chair;  
M. Burnham, Vice-Chair;  
F. Campbell;  
G. Code;  
J. Flynn;  
J. Karau;  
B. MacDonald;  
G. Martin;  
K. Thompson.

**MEMBERS ABSENT:**

J. Mason;  
M. Wilkinson.

**STAFF PRESENT:**

P. Lehman, General Manager;  
J. Sargeant, Secretary-Treasurer;  
A. Moore, Regulations Officer;  
A. Playfair, Recording Secretary.

**OTHERS PRESENT:**

Mr. Burnham called the meeting to order at 10:01 a.m.

**BUSINESS:**

1. Minutes – Policy & Priorities Advisory Committee Meeting

**PPAC06/27/18- 1**

**MOVED BY: B. MacDonald**

**SECONDED BY: M. Burnham**

**Resolved, That the minutes of the Policy & Priorities Advisory Committee meeting held April 16, 2016 be received and approved as printed.**

**“CARRIED”**

2. Election of Chair and Vice-Chair

Mr. Burnham nominated Duncan Abbott for the position of Chair for 2018.

**PPAC06/27/18- 2**

**MOVED BY: F. Campbell**

**SECONDED BY: M. Burnham**

**Resolved, That nominations for Chair be closed.**

**“CARRIED”**

Mississippi Valley Conservation Authority  
Policy & Priorities Advisory Committee  
June 27, 2018

Page 2

Mr. Abbott agreed to let his name stand for the position of Chair. He was duly elected by acclamation.

Mr. MacDonald nominated Mark Burnham for the position of Vice-Chair. Mr. Abbott asked three times for any further nominations.

**PPAC06/27/18- 3**

**MOVED BY: B. MacDonald**

**SECONDED BY: K. Thompson**

**Resolved, That nominations for Vice-Chair be closed.**

**“CARRIED”**

Mr. Burnham agreed to stand for the position of Vice-Chair. He was duly elected by acclamation.

3. **MVCA Draft Administrative By-Law**

Mr. Lehman advised the members that Conservation Ontario prepared an Administrative By-Law Model to assist Conservation Authorities that had no administrative by-laws or those that have by-laws that may need updating. He noted the Mississippi Valley Conservation Authority has had an Administrative By-law since 2006 but it does require updating due to recent legislative changes. He also noted the Model was reviewed by staff along with the Chair, Vice-Chair and Past Chair. Amendments to reflect how MVCA operates were made and the final document was forwarded by mail and email to all members on June 15 to allow ample time for review of the document. All of the 2006 document was included in the updated copy provided. Mr. Lehman advised the only change was that the new Conservation Ontario Model had been used so that the MVCA document will be consistent with all other conservation authorities. All conservation authorities are required to adopt Administrative By-laws by the end of the year.

The members reviewed the MVCA draft Administrative By-laws extensively and made minor amendments to the document.

**PPAC06/27/18- 4**

**MOVED BY: M. Burnham**

**SECONDED BY: G. Code**

**Resolved, That the Mississippi Valley Conservation Authority Draft Administrative By-Law as presented and amended on June 27, 2018 be approved and recommended to the Board of Directors for adoption.**

**“CARRIED”**

4. **MVCA Health & Safety Policies & Procedures Manual**

Mr. Moore presented staff report #2961/18. He noted staff of the MVCA updated the health and safety policies and procedures manual which was approved by the Policies and

Mississippi Valley Conservation Authority  
Policy & Priorities Advisory Committee  
June 27, 2018

Page 3

Procedures Committee on June 26, 2013. The updates were required to reflect changes to the *Occupational Health & Safety Act* (OHSA) as well as changes made to the MVCA Employee Manual as a result of changes to the *Employment Standards Act* (ESA). The revisions were also required as the policies and procedures within the previous manual did not accurately reflect how the health and safety program or MVCA's day-to-day operations were being conducted.

He advised that the health and safety manual that was developed by Conservation Ontario's Health & Safety Committee for use by Conservation Authorities was used as a template for the revisions to MVCA's policies and procedures manual. Also, other Conservation Authorities and some member municipalities' policies and procedures were used as resources to ensure that MVCA's health and safety program and this manual was compliant with the OHSA and its regulations. The revisions and updates to this manual were also completed in consultation with MVCA's Joint Health and Safety Committee (JHSC).

Mr. Moore reviewed key revisions to the health and safety policies and procedures manual which include:

- Section 2.0 – Updated to reflect how MVCA is to comply with the OHSA and its Regulations as well as provide detailed descriptions of the roles and responsibilities of the various positions within the MVCA.
- Section 3.0 - Outlines the roles and responsibilities and provides terms of reference for the Joint Health & Safety Committee.
- Section 4.0 – Updated to provide direction and detail on the action required and the reporting procedure for injuries/incidents in the workplace based on severity.
- Section 6.0 & 7.0 – Revised to outline the process and roles/responsibilities of MVCA Staff to ensure an Early and Safe Return to Work program is in place as well as detailing the requirements for a modified work plan for an injured worker.
- Section 10.0 – newly created to outline the training that is mandatory for all staff to be compliant with the OHSA, its regulations as well as MVCA Standard Operating Procedures.
- Section 11.0 – updated to reflect requirements of Regulation 1101 (First-Aid Regulation under OHSA).
- Section 12.0 – updated to be compliant with the OHSA and its regulations. Also updated to be harmonious with the policies found within MVCA's Employee Manual.
- Section 13.0 – newly created to indicate that the personal protective equipment that is provided to workers by the MVCA meets the most up-to-date safety standards.
- Section 14.0 – newly created to be compliant with the OHSA and its Regulations.
- Section 15 – safety in the field and using personal vehicles. The authority provides all required protective equipment in authority vehicles and the section will be amended to say that personal vehicle using for site visits will not be permitted but using personal vehicles to attend meetings will be allowed.
- Section 16.0 – new policy to outline a process on how infractions of the OHSA, its regulations or MVCA policies or procedures are to be dealt with.

Mississippi Valley Conservation Authority  
Policy & Priorities Advisory Committee  
June 27, 2018

Page 4

- Section 17.0 – created to reflect MVCA’s use of Standard Operating Procedures to guide work activities that pose specific or inherent risk to workers.
- Section 20.0 – created to merge the H&S policies and procedures manual with the water control structure specific operating plans.
- Section 23.0 – created to provide a proper process for inspecting conservation areas and their trail networks for use by the public.

Mr. Moore noted along with the update to the policy and procedures section of this manual, an update to all of MVCA’s Standard Operating Procedures was in progress. He also noted the updates included the removal of procedures that didn’t apply to MVCA, revising current procedures to accurately reflect how MVCA conducts safe work for certain tasks and creating new procedures where required. This is an onerous task and procedures are in continuous need of updates as a result of OSHA or regulatory changes, new equipment purchases or changes to work procedures to address certain hazards that have been encountered.

**PPAC06/27/18- 5**

**MOVED BY: G. Martin**

**SECONDED BY: J. Flynn**

**Resolved that Staff Report 2961/18 be received and furthermore;**

**Resolved that the MVCA Health and Safety Policies and Procedures Manual as amended be recommended for approval by the Board of Directors.**

**“CARRIED”**

**ADJOURNMENT**

The meeting was adjourned at 12:15 p.m.

**PPAC06/27/18- 6**

**MOVED BY: G. Code**

**SECONDED BY: M. Burnham**

**Resolved, That the Policy and Priorities Advisory Committee meeting be adjourned.**

**“CARRIED”**

“A. Playfair, Recording Secretary

D. Abbott, Chair”

---

## REPORT

#2999/19

TO:	The Chair and Members of the Mississippi Valley Conservation Authority Policy & Priorities Advisory Committee
FROM:	Sally McIntyre, General Manager
RE:	<b>Amendment to MVCA Administrative By-law – Reassignment of Secretary-Treasurer responsibilities</b>
DATE:	March 27, 2019

### Recommendation:

That the Board approve:

1. Appointment of the General Manager as Secretary-Treasurer of the MVCA.
2. Amendment of the Administrative By-law as recommended by this report.

---

### 1.0 ISSUE

Re-assignment of the “Secretary-Treasurer” function as defined under the *Conservation Authorities Act, RSO 1990* to the General Manager is needed to allow for one point of contact with the Board, and eliminate potential confusion in responsibilities and authority between the General Manager and other staff.

### 2.0 BACKGROUND

The *Conservation Authorities Act, R.S.O. 1990, c. C.27* requires Authorities to “appoint a secretary-treasurer and may appoint such other employees as it considers necessary...” Over time, many CAs found that having two employees reporting to the Board (the Secretary/Treasurer and the General Manager) could lead to confusion in responsibilities and authority. As such, Conservation Authorities have delegated the Secretary-Treasurer role to their General Managers (or equivalent), who may delegate responsibilities to others as needed.

Due to the lengthy tenure of the previous GM Paul Lehman and Secretary-Treasurer Joan Sargeant, the MVCA is believed to be the last CA in the province that still has a Secretary-Treasurer that does not also serve as the Chief Administrative Officer or General Manager.

Reassignment of this role is permitted by the MVCA Administrative By-law, which states:

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

And further that,

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

To facilitate this change, a new Job Description (JD) “Treasurer” was used during recruitment for Mrs. Sargeant’s replacement.

### **3.0 RECOMMENDED BY-LAW CHANGES**

Several clauses require modification to enable the new Treasurer to perform key financial duties identified in the Administrative By-law. The following edits are recommended:

#### **2. Officers**

##### ADD: Treasurer

- Is an employee of the Authority;
- Serves as a signing officer for the Authority.

#### **11. Signing Officers**

##### AMEND as follows:

“The signing officers of the Authority shall be the Chair, Vice-Chair, General Manager and the ~~Secretary~~-Treasurer;

The ~~Secretary~~-Treasurer or General Manager together with the Chair or Vice-Chair shall sign all deeds, transfers, assignments, contracts or legal obligations on behalf of the Authority, and the corporate seal shall be fixed to such instruments as require same;

Financial obligations up to and including \$25,000.00 will require two signatures from any of the following four individuals: Chair; Vice-Chair; General Manager; ~~Secretary~~-Treasurer;

Financial obligations in excess of \$25,000.00 will require two signatures in any of the following combinations: Chair/Vice-Chair; Chair/General Manager; Chair/~~Secretary~~-Treasurer; Vice-Chair/General Manager; Vice-Chair/~~Secretary~~-Treasurer.”

---

## REPORT

#3000/19

TO:	The Chair and Members of the Mississippi Valley Conservation Authority Policy & Priorities Advisory Committee
FROM:	Sally McIntyre, General Manager
RE:	<b>Amendment of MVCA Administrative By-law – Voting by Proxy</b>
DATE:	March 27, 2019

### Recommendation:

That the Board approve amendment to the Mississippi Valley Conservation *Administrative Bylaw* as recommended by this report.

---

### 1.0 ISSUE

“Voting by proxy” means getting someone to vote on your behalf. Staff were asked to examine voting by proxy and to report back with recommendations.

### 2.0 BACKGROUND

The 2006 *Administrative Rules and Procedures* were silent on Voting by Proxy. The 2018 *Administrative By-law*:

- prohibits Voting by Proxy during the election of Officers (Chair and Vice Chair) (App.3);
- states that all voting will be by “show of hands” unless a Recorded Vote where a member openly answers “Yes” or “No” (s.14); and
- allows Board members to participate in meetings electronically but states that they “shall have no vote” (s.10).

There are no other references to voting by proxy, and nothing that defines when or how voting by proxy may occur.



### 3.0 FINDINGS AND ANALYSIS

In general, voting by proxy is used when an important issue is to be addressed and a person with voting rights is unable to attend a meeting due to distance or other legitimate reason. It is most commonly used by shareholders at corporate annual general meetings.

Staff have identified only one instance in the history of the MVCA where the board passed a resolution permitting voting by proxy. This occurred in 2009 in the lead-up to selection of a site for the new Administrative Office. Ultimately, no one voted by proxy.

Staff reached out to other CAs and found that all had administrative by-laws that are silent on voting by proxy. Those contacted had limited or no experience or opinions on the matter.

While a useful tool, voting by proxy can undermine Board cohesion and effectiveness if used on a regular basis. For this reason it is recommended that the By-law be amended to state explicitly when and how voting by proxy may occur, and that it only be used for matters determined to be of critical importance.

### 4.0 RECOMMENDED BY-LAW CHANGES

The following change is recommended to **14. Voting** of the *Administrative By-law*:

ADD at end of this section:

Voting by Proxy is prohibited except by resolution of the General Membership. The resolution must deal with no more than one agenda item and be adopted a minimum of 5 working days in advance of the scheduled vote. Once the resolution is carried, Members wishing to vote by proxy shall provide the Secretary-Treasurer with the following information a minimum of 24 hours before the scheduled vote:

- the agenda item to which the proxy vote is assigned
- the meeting and date on which the agenda item will be considered
- the name of the Member assigned the proxy vote, and
- written acceptance by the Member to exercise the proxy vote

The Secretary-Treasurer shall notify the General Membership of proxy votes during Roll Call.

A Member exercising a proxy vote shall be entitled to vote on all motions considered under the agenda item specified by the Member voting by proxy.

Members voting by proxy shall not be considered “present” during meeting Roll Call and will not be included in the calculation of Quorum.

---

## REPORT

#3001/19

TO:	The Chair and Members of the Mississippi Valley Conservation Authority Policy & Priorities Advisory Committee
FROM:	Sally McIntyre, General Manager
RE:	<b>Amendment of MVCA Administrative By-laws – Invited Members</b>
DATE:	March 27, 2019

### Recommendation:

That the Board approve:

1. That the *Administrative By-law* remain silent on Invited Members.
2. That the General Manager be identified as the official liaison between the MVCA Board and the MVCF Board.

---

### 1.0 ISSUE

The 2006 *Administrative Rules and Procedures* allowed for the appointment of non-municipal, non-voting “Invited Members” to participate in Board meetings. During update of the Authority’s *Administrative By-law* in fall 2018, the definition and clause pertaining to invited members were excluded. This occurred, in part, due to use of a template developed by Conservation Ontario for CAs to address regulatory changes. Absence of this provision in the template by-law was not observed until after the by-law carried. The purpose of this report is to allow the Board to formally consider whether it wishes to include Invited Members in the by-law.

### 2.0 BACKGROUND

The 2006 *Administrative Rules and Procedures* defined “Invited Members” as follows:

Invited Members shall mean private individual invited to participate on the Authority due to their specific qualifications, background or interest in the Authority.

Further on, it stated that:

From time to time the Board of Directors may invite private individuals not appointed by a watershed municipality to sit on the Board of Directors or Standing committee due to their specific qualifications, background, or special interest in the Authority. For example, the chair of the Mississippi Valley Conservation Foundation (MVCF) shall be an invited member to the Board of Directors. Invited members will be allowed full participation in the discussions, however, they will not have a vote on any related motions.

### **3.0 FINDINGS AND ANALYSIS**

Based upon the 2006 by-law the objective of invited members is two-fold, to:

- Provide for formal liaison between the MVCA and the MVCF, and
- Retain persons with specific qualifications, background or interest in the Authority.

Invited members have been granted the same rights and privileges as municipally appointed members with the exception of exercising a vote. This has meant that an invited member was entitled to participate in the debate and influence the outcome of the full spectrum of issues tabled at the Board, debate the annual budget, and attend in-camera meetings. The cost for invited member participation between 2015 and 2019 averaged \$272/year. Based upon current rates, the potential annual cost of invited members is estimated at approximately \$1,150 (assuming nine (9) meetings per year and 100 km round-trip mileage charges.)

Staff contacted several other CAs and found that none provide for invited members in their administrative by-laws. Some had contemplated this practice and determined against allowing invited members. Generally, CA responses fell into one of three areas:

- Specialists are invited to attend meetings where knowledge or expertise is needed for a specific item that is not found on the Board or amongst CA staff.
- Through their networks, CAs have contacts with a variety of specialists, many of whom are able to attend as government employees at no expense to the CA.
- Members had expressed concerns about protecting their role and voting rights.

In addition to the above, other approaches are available to meeting the MVCA's objectives:

- Historically, the General Manager has attended MVCF meetings wherever possible and facilitated communication and cooperation between the two organizations. This role could be formalized.
- MVCA Board meetings are open to the public, are promoted using social media, and anyone may attend. MVCF Board members could be notified specifically.
- Where specialist expertise is desired and unavailable from partner organizations, the CA can retain consultant services.

#### 4.0 CONCLUSION AND RECOMMENDATION

Key conclusions are the following:

- Alternative approaches to “Invited Members” exist and are already in common use by the MVCA and other CAs.
- There is an inconsistent record of participation by MVCF representatives in Board activities.
- The potential scope of participation and influence by invited members is considered disproportionate to the intent of their function.

Therefore, it is recommended that the *Administrative By-law* remain silent on “Invited Members”, and that the Board identify the GM as the official liaison between the MVCA and MVCF Boards.