



Administrative By-Law

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A. INTRODUCTION

Mississippi Valley Conservation Authority is a non-share corporation, established under Section 3 of the Conservation Authorities Act (the Act)

Under the Act, municipalities within a common watershed are enabled to petition the provide 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:

- Township of Central Frontenac;
- Township of Addington Highlands;
- Township of Greater Madawaska;
- Tay Valley Township;
- Township of Beckwith;
- Town of Carleton Place;
- Township of Drummond/North Elmsley;
- Township of Lanark Highlands;
- Town of Mississippi Mills;
- Township of North Frontenac; and
- City of Ottawa.

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

The Members of the Mississippi Valley 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):

1. Powers of authorities

For the purposes of accomplishing its objects, an authority has power:

- a) To research, study and investigate the watershed and to support the development and implementation of programs and services intended to further the purposes of this Act;
- b) For any purpose necessary to any project under consideration or undertaken by the authority, to enter into and upon any land, with consent of the occupant or owner, and survey and take levels of it and make such borings or sink such trial pits as the authority considers necessary;
- c) To acquire by purchase, lease or otherwise any land that it may require, and, subject to subsection (2) and, to sell, lease or otherwise dispose of land so acquired;
- d) Despite subsection (2), to lease for a term of five years or less land acquired by the authority;
- e) To purchase or acquire any personal property that it may require and sell or otherwise deal therewith;
- f) To enter into agreements for the purchase of materials, employment of labour and other purposes as may be necessary for the due carrying out of any project or to further the authority's objects;
- g) To enter into agreements with owners of private lands to facilitate the due carrying out of any project;
- h) To determine the proportion of the total benefit afforded to all the participating municipalities that is afforded to each of them;
- i) To erect works and structures and create reservoirs by the construction of dams or otherwise;
- j) To control the flow of surface waters in order to prevent floods or pollution or to reduce the adverse effects thereof;
- k) To alter the course of any river, canal, brook, stream or watercourse, and divert or alter, as well temporarily as permanently, the course of any river, stream, road, street or way, or raise or sink its level in order to carry it over or under, on the level of or by the side of any work built or to be built by the authority, and to

divert or alter the position of any water-pipe, gas-pipe, sewer, drain or any telegraph, telephone or electric wire or pole;

- l) To use lands that are owned or controlled by the authority for purposes, not inconsistent with its objects, as it considers proper;
- m) To use lands owned or controlled by the authority for park or other recreational purposes, and to erect, or permit to be erected, buildings, booths and facilities for such purposes and to make charges for admission thereto and the use thereof;
- n) To collaborate and enter into agreements with ministries and agencies of government, municipal councils and local boards and other organizations and individuals;
- o) To plant and produce trees on Crown lands with the consent of the Minister, and on other lands with the consent of the owner, for any purpose; and
- p) 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. Mission & Vision

In 2021, the Board approved the following mission and vision for MVCA to address changes occurring in the legislative framework, climate, urban and rural development, and other current issues.

a. Mission

MVCA delivers programs and services that further the conservation, restoration, development and management of natural resources in the Mississippi and Carp watersheds and areas draining directly to the Ottawa River for the protection of people, property and ecological functions and services.

b. Vision

Watershed stakeholders working together to foster a sustainable landscape where ecological integrity is maintained and community needs are met.

B. DEFINITIONS

“Authority” means the Mississippi Valley Conservation Authority.

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

“Chair” means the Chairperson as referenced in the Act as elected by the General Membership of the Authority.

“Elector” means a person who has the right to vote in a participating municipality.

“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.

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

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

“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 and effectively act as directors as specified in the Ontario Not-For-Profit Corporations Act (ONCA.)

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

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

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

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

“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 General Membership 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.

C. GOVERNANCE

1. Members

a. Appointments

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

Appointed Members must be an elector in a Participating Municipality within the Authority’s area of jurisdiction and may include citizens as well as elected members of municipal councils.

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

At least 70 per cent of a municipality’s appointees must be selected from among the members of the municipal council, unless the municipality obtains permission from the Minister to select less than 70 per cent of its appointees from among the members of the municipal council.

An additional agricultural sector representative may be appointed to the Authority by the Minister. Collectively, the appointed Members for the purposes of this by-law are referred to as the General Membership.

b. Term of Member Appointments

In accordance with Section 14 of the Act, a Member shall be appointed for a term of up to two (2) consecutive years at the discretion of the appointing municipal council; such term beginning at the first meeting of the Authority following his or her appointment and ending immediately before the first meeting of the Authority following the appointment of their replacement. The Secretary-Treasurer shall notify the appropriate municipality in advance of the expiration date of any Member's term, unless notified by the municipality of the Member's reappointment or the appointment of his or her replacement. A Member is eligible for reappointment. A Member can be replaced by a Participating Municipality at the municipality's discretion prior to the end of their term. The Minister will define the term for the Member they appoint as a representative of the agricultural sector.

c. Powers of the General Membership

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

- I. Approving by resolution at the Annual General Meeting, the creation of Committees and/or Advisory Boards, the members thereof and the terms of reference for these Committees and/or Advisory Boards;
- II. Appointing a Chief Administrative Officer and/or Secretary-Treasurer;
- III. Terminating the services of the Chief Administrative Officer and/or Secretary-Treasurer;
- IV. Approving, establishing and implementing regulations, policies and programs;
- V. Approve the establishment of special reserves for special projects or programs. The minimum amount for a restricted reserve shall be \$25,000.00;
- VI. Awarding contracts or agreements where the approval of the Authority is required under the Authority's purchasing policy.
- VII. Approving by resolution, any new capital project of the Authority;
- VIII. Approving by resolution, the method of financing any new capital projects;

- IX. Approving details on budget allocations on any new or existing capital projects;
- X. Approving of the total budget for the ensuing year, and approving the levies to be paid by the Participating Municipalities;
- XI. Receiving and approving the Financial Statements and Report of the Auditor for the preceding year;
- XII. Authorizing the borrowing of funds on the promissory note of the Authority in accordance with subsection 3(5) of the Act;
- XIII. Approving by resolution, any proposed expropriation of land or disposition of land, subject to the requirements under the Act;
- XIV. Delegating to the General Manager or a designate the approval of permits as may be required under any regulations made under Section 28 of the Act;
- XV. Appointing a Regulations Committee (see Terms of Reference in Appendix 4) to conduct hearings for the purpose of reviewing permit applications pursuant to any regulations made under Section 28 of the Act, to deliberate on the evidence presented at the hearing, grant or deny such permission on behalf of the Authority and provide the applicant with reasons in writing thereof; and
- XVI. The Executive Committee may carryout items ii, iv, vi, and xv above on behalf of the Board when MVCA is in a state of Emergency Operations.

d. **Member Accountability**

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

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

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

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

Members are responsible for:

- Attending all meetings of the Authority;
- Understanding the purpose, function and responsibilities of the Authority;
- Being familiar with the Authority's statutory and other legal obligations; and
- Setting strategic direction, together with the administration, for the Authority.

e. **Applicable Legislation**

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

- *Municipal Conflict of Interest Act*
- *Municipal Freedom of Information and Protection of Privacy Act*
- *No-for-Profit Corporations Act, 2010*

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. The same applies to conflicts between these by-laws and the *Not-for Profit Corporations Act* except where dictated by the Conservation Authorities Act in which case the Act prevails.

f. **Relationship Between Members and Staff**

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

The Chair and Vice-Chair will ensure that a process exists for regular performance evaluations of the General Manager and/or Secretary-Treasurer.

2. Officers

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

a. Chair

- Is a Member of the Authority;
- Presides at all meetings of the General Membership;
- Calls special meetings if necessary;
- Acts as a public spokesperson on behalf of the General Membership;
- Serves as signing officer for the Authority;
- Ensures relevant information and policies are brought to the Authority's attention;
- Keeps the General Membership apprised of significant issues in a timely fashion; and
- Performs other duties when directed to do so by resolution of the Authority.

b. Vice-Chair(s)

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

c. General Manager

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

- Is an employee of the Authority;
- Attends all meetings of the General Membership or designates an acting General Manager if not available;
- Works in close collaboration with the Chair and Vice-Chair(s) and keeps them apprised of relevant information and significant issues in a timely fashion;

- Develops a strategic plan for approval by the General Membership and implements short and long-range goals and objectives;
- Is responsible for the management of the operations of the Authority, including all staff and programs of the Authority;
- Ensures resolutions of the Authority are implemented in a timely fashion;
- Develops and maintains effective relationships and ensures good communications with Participating Municipalities, federal and provincial government ministries/agencies, Indigenous communities, other conservation authorities, Conservation Ontario, stakeholders, community groups and associations;
- Serves as a signing officer for the Authority; and
- Is the official liaison between the MVCA Board and the Mississippi Valley Conservation Foundation Board, and may appoint a designate for this purpose.

d. **Secretary-Treasurer**

- Is an employee of the Authority;
- Fulfils the requirements of the Secretary-Treasurer as defined in the Act;
- Attends all meetings of the General Membership;
- Is the custodian of the Corporate Seal; and
- Serves as a signing officer for the Authority.

e. **Treasurer**

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

f. **General Manager/Secretary-Treasurer**

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.

3. Absence of Chair and Vice-Chair(s)

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

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

The term of office for the Authority Chair and Vice-Chair shall be limited to two (2) consecutive years unless otherwise decided by a resolution of the General Membership and approved by the Minister per Section 17 of the Act.

5. Representatives to Conservation Ontario Council

The Authority may appoint up to three Representatives to Conservation Ontario Council (“Council”), designated as Voting Delegate and Alternate(s). Council will consist of the Voting Delegates appointed by each Member Conservation Authority. The Voting Delegate and Alternates shall be registered with Conservation Ontario annually.

6. Election of Chair and Vice-Chairs

The election of the Chair and one or more Vice-Chairs shall be held at the first meeting of the General Membership each year or at such other meeting as may be specified in accordance with the Authority’s Procedures for Election of Officers (Appendix 3).

Successors to the position of Chair shall be a Board Member appointed by a different municipality to the incumbent. Successors to the position of Vice Chair shall be a Board member appointed by a different municipality to the incumbent.

7. Appointment of Auditor

The General Membership shall appoint an auditor for the coming year at the Annual General Meeting in accordance with Section 38 of the Act.

8. 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 adopt the Audited Financial Statements and Report of the Auditor annually for the previous year at the Annual General Meeting.

The Authority shall forward copies of the Audited Financial Statements and Report of the Auditor to Participating Municipalities and the Minister of Natural Resources and Forestry in accordance with Section 38 of the Act and will make the Audited Financial

Statements available to the public on the Mississippi Valley Conservation Authority website within sixty (60) days of receiving the Auditor's Report.

9. Borrowing Resolution

If required, the Authority may establish a borrowing resolution by March 31 of each year, and such resolution shall be in force until it is superseded by another borrowing resolution.

10. 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.

11. Signing Officers

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

- The signing officers of the Authority shall be the Chair, Vice-Chair, General Manager and the Treasurer;
- The 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; Treasurer; and
- Financial obligations in excess of \$25,000.00 will require two signatures.
 - One Board Member (Chair or Vice-Chair); and
 - One Staff Member (General Manager or Treasurer)

12. Advisory Boards and Other Committees

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

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

number of members. The Terms of Reference for each Advisory Board and committee are attached as Appendix 4.

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 shall be posted on the Authority website.

13. Remuneration of Members

The General Membership shall pass a motion annually at the Annual General Meeting specifying a per-diem rate to be paid to Members for attendance at General Meetings and Advisory Board or Committee meetings, and at such other business functions as may be from time to time requested by the Chair, through the Secretary-Treasurer. In addition, an honorarium may be approved by the Authority for the Chair and Vice-chair(s) as compensation for their additional responsibilities. A single per-diem will be paid for attendance at more than one meeting if they occur consecutively on the same day.

The Authority shall reimburse Members' reasonable travel expenses incurred for the purpose of attending meetings and/or functions on behalf of the Authority. A per-kilometre rate to be paid for use of a personal vehicle shall be approved by Resolution of the General Membership from time-to-time. Requests for such reimbursements shall be submitted within a timely fashion and shall be consistent with Canada Revenue Agency guidelines.

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

14. Records Retention

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

- Minutes of all meetings of the Authority, including registries of statements of interests in accordance with the Municipal Conflict of Interest Act;
- Assets, liabilities, receipts and disbursements of the Authority and Financial Statements and Reports of the Auditors;
- Human Resources Files for all employees and Members as applicable;

- Workplace Health and Safety documents including workplace inspections, workplace accidents, investigations, etc.;
- Electronic Communications including emails;
- Contracts and Agreements entered into by the Authority;
- Strategic Plans and other documents providing organizational direction;
- Projects of the Authority;
- Technical Studies and data gathered in support of Programs of the Authority;
- Legal Proceedings involving the Authority; and
- 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.

15. Records Available to Public

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

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

16. 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 by-laws should be reviewed on a bi-annual basis with recommended updates to the General Membership to ensure best management practices in governance are being followed.

17. 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.

18. Enforcement of By-laws and Policies

The Members shall respect and adhere to all applicable by-laws and policies (for example, the Code of Conduct and Conflict of Interest). The Authority may take reasonable measures to enforce its by-laws and policies, including the enforcement mechanisms under the *Municipal Conflict of Interest Act*. As a minimum, the procedure should include:

- An investigation being conducted regarding the alleged breach;
- An opportunity being provided to the affected member to respond to the allegation;
- The findings of the investigation and the affected member's response will be communicated to the General Membership in a closed meeting; and
- Notification to the appointing municipality or the appointing Minister of the outcome of the investigation.

19. Indemnification of Members, Officers and Employees

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

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

D. MEETING PROCEDURES

The Meeting Procedures below governing the procedure of the Authority shall be observed in General Membership and Advisory Committee meetings, as far as they are

applicable, and the word Advisory Committee may be substituted for the word Authority as applicable.

1. Rules of Procedures

a. General

In all matters of procedure not specifically dealt with under the Act and this By-law, the current edition of Robert's Rules of Order or other generally accepted rules of procedure shall be binding.

b. Emergency Operations

The General Manager, in consultation with the Chair and Vice Chair of the Board of Directors, will determine whether the organization should move into or out of Emergency Operations.

2. Notice of Meeting

The General Membership shall approve a schedule for regular meetings in advance. The Secretary-Treasurer shall send Notice of regular meetings to all Members at least five calendar days in advance of a meeting. Notice of all regular or special meetings of the General Membership or its committees shall be made available to the public as soon as possible after its delivery to General Membership.

Notice of any meeting shall indicate the time and place of that meeting and the agenda for the meeting. All meetings shall be posted on the Authority website.

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 typically 7-14 days, if it is to be included in the published agenda, or 1-4 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 Authority 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 12-24 hours before the hour appointed

for the meeting, postpone or cancel any meeting of an Advisory Committee 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. Postponement shall not be for any longer than the next regularly scheduled meeting date.

3. Meetings Open to Public

All meetings of the General Membership, Advisory Committee and Special Committees, if applicable, shall be open to the public. Where possible, the Authority will provide for alternative means for the public to participate in meetings electronically.

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

4. Agenda for Meetings

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

- Roll Call;
- Declarations of Interest (to be submitted in written format);
- Adoption of Agenda;
- Delegations;
- Main Business;
- Consent Agenda;
- Other Business; and
- 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 at least five calendar days in advance of the meeting. Such agendas shall be made available to the public on the Authority's website at the same time, unless the meeting is closed to the public in

accordance with this by-law. Such agendas shall also be available in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

5. Consent Agenda

a. Administrative Procedure

- The Board may use a Consent Agenda to approve report recommendations and receive information items without discussion and debate;
- Consent Agenda may be used at Board meetings and at Standing Committee meetings;
- Meeting Agenda shall identify items to be included in the Consent Agenda at the time of distribution;
- Board members may direct that an item be removed from the Consent Agenda in advance of or during consideration of the Consent Agenda by informing the meeting Chair; and
- If a Member declares a pecuniary interest in an item that is on the Consent Agenda, the Chair shall remove it from the Consent Agenda.

b. Meeting Procedure

- The meeting Chair will ask for a Motion to adopt the Meeting Agenda; and
- At this time, Members will identify any items to be moved from the Consent Agenda to the Main Business Agenda for discussion. If nothing is identified to be moved, it is understood that the items contained in the Consent Agenda have then been approved.

6. Quorum

At any meeting of the General Membership, a quorum consists of one-half of the Members appointed by the Participating Municipalities. At any Standing Advisory Committee or special committee meeting, a quorum consists of one-half of the Members of the Advisory Committee or special committee. The Member appointed by the Minister to represent agricultural interests is not part of quorum.

If there is no quorum within one half hour after the time appointed for the meeting, the Chair for the meeting shall declare the meeting adjourned due to a lack of a quorum, or

shall recess until quorum arrives, and the recording secretary shall record the names of the Members present and absent.

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

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

7. Order of Business

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

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

8. Debate

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

- a. A Member shall be recognized by the Chair prior to speaking;
- b. Where two or more Members rise to speak, the Chair shall designate the Member who has the floor, who shall be the Member who in the opinion of the Chair was first recognized;
- c. All questions and points of discussion shall be directed through the Chair;
- d. Where a motion is presented, it shall be moved and seconded before debate;
- e. No Member shall speak more than once to the same question without leave from the Chair, except in explanation of a material part of the speech;
- f. No Member shall speak more than 10 minutes without leave of the Chair;

- g. Any Member may ask a question of the previous speaker through the Chair;
- h. The Member who has presented a motion, other than a motion to amend or dispose of a motion, may speak again to the motion immediately before the Chair puts the motion to a vote;
- i. When a motion is under debate, no motion shall be received other than a motion to amend, to defer action, to refer the question, to take a vote, to adjourn, or to extend the hour of closing the proceedings; and
- j. When a motion is under consideration, only one amendment is permitted at a time.

9. Matters of Precedence

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

- A 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; and
- A motion to adjourn.

10. 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.

11. Electronic Meetings and Electronic Participation

a. Applicability

- I. It is the expectation of the Board that Members attend meetings in-person wherever possible in order to facilitate easy communications and Board cohesion.
- II. Board meetings and Standing Committee meetings may occur in whole or part electronically in accordance with the provisions of this by-law, with specific care taken to ensure compliance with sections C.3, C.11, and C.13 governing public participation, delegations, and closed sessions, respectively.
- III. Electronic meetings will only be arranged upon request by the Chair or GM, a Member, or a Delegate, or as required to comply with legislation. Requests for electronic participation must be made in writing to the General Manager at least five (5) working days in advance of the scheduled meeting. The Chair will determine whether the request will be granted in consultation with the General Manager.
- IV. The method of electronic meeting shall be shared with Members, Delegates, and the Public at least two (2) working days in advance of the Meeting and include instructions for participation.
- V. Electronic meetings must permit all participants to communicate adequately with each other during the meeting. Specifically, all participants should be able to hear each other.

b. Quorum, Voting, and Confidentiality

- I. Members participating electronically shall be counted in determining whether a Quorum is present.
- II. Members participating electronically may vote in all meetings of the Board and Standing Committees, including a meeting that is closed to the public.
- III. Members participating electronically are subject to the same rules and share the same responsibilities as those participating in-person. Members participating electronically shall take particular care to ensure the confidentiality of in-camera items.
- IV. At any time during a closed meeting, the Chair may ask Members to confirm that:

- a. No other persons can overhear the deliberations; and
- b. The internet connection is secure and not publicly accessible.

V. Members participating electronically shall inform the Chair of their intention to leave the meeting either on a temporary or permanent basis.

VI. Members participating electronically will be deemed to have left the meeting when they are no longer electronically connected to the meeting.

VII. All votes shall be by a show of hands or by verbal consent (yes or no).

c. **Technical Matters**

- I. It is the responsibility of Members, Delegates, and the Public to secure appropriate telephonic or internet service, and hardware and software/applications to participate in a meeting electronically.
- II. Unless Quorum is lost, meetings will continue if the electronic connection of one or more Members is lost. Where Quorum is lost, the Chair will call a Recess of up to 15 minutes to allow connections to be re-established. If Quorum cannot be re-established, the meeting shall adjourn.
- III. Meeting participants should Mute their microphones unless speaking and operate their phone or other electronic device as directed by the Chair.
- IV. Recordings of open meetings shall be published on the corporate website and preserved for no less than 12 months from the date of recording.

12. Delegations

Any person or organization who wishes to address the Authority 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 of the proposed speaker(s). If such request is received 10 days in advance of a scheduled meeting, the delegation shall be listed on the published agenda.

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

Except by leave of the Chair or appeal by the leave of the meeting, delegations shall be limited to one (1) speaker for not more than 10 minutes.

Speakers will be requested not to repeat what has been said by previous speakers at the meeting. A returning delegation will only be allowed to speak again if new, relevant information has become available since their previous presentation. The Chair may choose to end a returning delegation's presentation if, in the opinion of the Chair, the new information being presented is not relevant to a decision facing the General Membership.

13. Annual Meeting

The Authority shall hold the Annual General Meeting prior to April 30 of each calendar year and shall include the following items on the agenda, in addition to the normal course of business:

- Appointment of the Auditor for the upcoming year;
- Approval of Financial Statements and Report of the Auditor for the prior year;
- Election of Officers;
- Committee Appointments; and
- Appointment of delegates to Conservation Ontario;

14. Meetings with Closed “In Camera” Sessions

Every meeting of the General Membership, and Advisory and Special 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. Local Planning Appeal 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.

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

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

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

- 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 Secretary-Treasurer prior to departing from the meeting and shall be treated in accordance with the Authority's procedures for handling confidential material.

A meeting of the Authority, Advisory or Special 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, Advisory or Special Committee.

15. 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.

Where a member has been appointed by the Minister as a representative of the agricultural sector, the member shall not vote on the following resolutions:

- To enlarge an authority's area of jurisdiction;
- To amalgamate the Authority with another conservation authority;
- To dissolve the Authority; and
- On any budgetary matter.

On a tie vote, the motion is lost.

Interrelated motions shall be voted on in the order specified in Roberts Rules of Order.

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

If a Member present at a meeting at the time of the vote requests immediately before or after the taking of the vote that the vote be recorded, each member present recorded by alphabetical surname with the Chair 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 member name and vote which shall be included in the minutes of the meeting.

At the meeting of the Authority at which the Non-Matching Levy is to be approved, the Secretary-Treasurer shall conduct the vote to approve of Non-Matching Levy by a

Weighted Majority of the Members present and eligible to vote, in accordance with Ontario Regulation 139/96.

Where a question under consideration contains more than one item, upon the request of any Member, a vote upon each item shall be taken separately.

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

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.

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

A member will exercise no more than one (1) proxy vote per agenda item.

16. Notice of Motion

Written notice of motion to be made at an Authority meeting or Advisory Committee meeting may be given to the Secretary-Treasurer by any Member of the Authority not less than 7 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 committees that have been included in an agenda for a meeting of the General Membership or Executive Committee shall constitute notice of motion for that meeting.

Recommendations included in staff reports that have been included in an agenda for a meeting of the General Membership shall constitute notice of motion for that meeting.

Notwithstanding the foregoing, any motion or other business may be introduced for consideration of the Authority provided that it is made clear that to delay such motion or other business for the consideration of an appropriate advisory committee or special 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.

17. Motion to Reconsider

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

18. Duties of the Meeting Chair

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

- 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 regulations of the Authority;
- Announce the results of the vote on any motions so presented; and
- Adjourn the meeting when business is concluded.

19. Conduct of Members

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

No Member at any meeting of the Authority shall:

- Speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, citizenship, creed, gender, sexual orientation, age, colour, marital status, family status or disability;
- 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;
- 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; and
- Resist the rules of order or disobey the decision of the Chair on the questions or order or practices or upon the interpretation of the By-laws.

20. Minutes of Meetings

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

If a recording secretary is not present in a closed session, the Secretary-Treasurer shall take notes of any direction provided, for endorsement by the Chair and Vice-Chair.

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

The Secretary-Treasurer or designate shall include draft minutes of the previous meeting available to each member of the Authority at the same time as agendas for the next meeting are distributed.

After the minutes have been approved by resolution, original copies shall be signed by the Secretary-Treasurer and copies of all non-confidential minutes shall be posted on the Authority's website. Such minutes shall also be available for review by any member of the public at the Authority's administration centre or provided in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

Within 30 days after any meeting of the Authority or of an executive committee, the General Manager shall send a copy of the Draft minutes of the meeting to the Clerk of each member municipality and make them available to the public.

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

Administrative Rules and Procedures approved July 2006 is hereby repealed;

Administrative By-Law #1 shall come into force on the _____ day of _____, 20_____

Signed:

Chair

Secretary-Treasurer

E. APPENDICES TO THE ADMINISTRATIVE BY-LAW

Appendix 1 - Code of Conduct

a. Background

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

b. General

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

All Members shall serve in a conscientious and diligent manner. No Member shall use the influence of office for any purpose other than for the exercise of 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;
- Declares any direct or indirect pecuniary interest or conflict of interest when one exists or may exist; and
- 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.

c. **Gifts and Benefits**

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

d. **Confidentiality**

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

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

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

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

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

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

- 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; and
- Information deemed to be "personal information" under MFIPPA.

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

e. **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.

f. **Work of a Political Nature**

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

g. **Conduct at Authority Meetings**

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

h. **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.

i. **Business Relations**

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

No Member shall act as a paid agent before the Authority, 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*.

j. **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.

k. **Harassment**

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

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

l. **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

a. Municipal Conflict of Interest Act

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

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

b. 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;
- Shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question; and
- Shall file a written statement of the Conflict of Interest and its general nature with the General Manager.

c. Chair's Conflict of Interest or Pecuniary Interest

Where the Chair of a meeting discloses a conflict of interest with respect to a matter under consideration at a meeting, another Member shall be appointed to chair that portion of the meeting by Resolution.

d. 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.

e. 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.

f. Disclosure Recorded in Minutes

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

The Authority shall maintain a public registry in which shall be kept:

- A copy of each statement filed under Section 2d) of this policy; and
- A copy of each declaration recorded in the Minutes.

The registry shall be available for public inspection.

g. 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.

Appendix 3 - Procedure for Election of Officers

a. Voting

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

b. Acting Chair

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

c. Scrutineer(s)

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

d. Election Procedures

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

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

If one Nominee:

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

If More than One Nominee:

- h. In the event of an election, each nominee shall be permitted not more than three (3) minutes to speak for the office, in the order of the alphabetical listing by surnames;
- i. Upon the acceptance by nominees to stand for election to the position of office, ballots shall be distributed to the Members by the scrutineers for the purpose of election and the Acting Chair shall ask the Members to write the name of one individual only on the ballot;
- j. The scrutineers shall collect the ballots, leave the meeting to count the ballots, return and advise the Acting Chair who was elected with more than 50% of the vote.

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

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

Appendix 4 – Terms of Reference for Committees

The Authority has three types of committees established per Sections 18 and 28 (3) of the *Conservation Authorities Act*:

- A Regulation Committee comprised of Board members delegated by the Board to fulfill specific responsibilities on its behalf.
- Standing Advisory Committees of the Board comprised entirely of Board Members.
- Public Advisory Committees that may be established by the Board to provide for broader input on a specific subject. These committees have no corporate governance roles or responsibilities, and have no decision-making or other corporate authority.

a. [Regulations Committee](#)

I. General Terms

The Mississippi Valley Conservation Authority has enacted regulations pursuant to Section 28 of the Conservation Authorities Act. Section 28(3) of the Act requires that the applicant be party to a hearing by the local Conservation Authority before an application made under the regulation is refused. The Mississippi Valley Conservation Authority has delegated this responsibility to a Hearing Board and more specifically referred to as a Regulations Committee. The Regulations Committee is an Administrative Tribunal within the definitions of the Statutory Powers Procedure Act. It is the purpose of the Regulations Committee to evaluate the information presented at the hearing by both Conservation Authority staff and the applicant and to decide whether the application will be approved or refused.

The Regulations Committee membership will consist of the Chair and Vice-Chair of the Board of Directors of the Mississippi Valley Conservation Authority and three additional members from the Board of Directors. The Chair and Vice-Chair of the Board of Directors shall be the Chair and Vice-Chair of the Regulations Committee.

II. Specific Terms

The role of the Regulations Committee will be to:

- Hear applications pursuant to Ontario Regulation 153/06;
- Deliberate on the evidence presented at the hearing; and

- Grant or deny such permission on behalf of the Mississippi Valley Conservation Authority and provide the applicant with reasons, in writing, thereof.

III. Prehearing Procedures

In considering the application, the Regulations Committee is acting as a decision making tribunal. The tribunal is to act fairly. Under general principles of administrative law relating to the duty of fairness, the tribunal is obliged not only to avoid any bias but to avoid the appearance or apprehension of bias. The following steps will be taken by the members of the Regulations Committee to avoid apprehension of bias where it is likely to arise:

- No member of the Regulations Committee who will take part in the decision regarding the permit should be involved, either through participation in committee or intervention on behalf of the applicant or other interested parties with the matter, prior to the hearing;
- If material relating to the merits of an application that is the subject of a hearing is distributed to Regulations Committee members before the hearing, the material should be distributed to the applicant. The applicant may be afforded an opportunity to distribute similar pre-hearing material; and
- In instances where the Regulations Committee has doubts as to whether it can accept a staff recommendation to grant a permit, care must be taken to avoid making a final decision until such time as a hearing is held.

IV. Hearing Procedures

The following is the set-up for a Regulations Committee hearing pursuant to the *Statutory Powers Procedure Act*:

- Chair of the Regulations Committee opens the hearing;
- Secretary-Treasurer (recording secretary) takes the roll call;
- Chair of the Regulations Committee introduces the hearing format;
- Staff presents evidence;
- Applicant presents evidence;

- After each witness has given evidence the members of the Regulations Committee or the applicant/staff may question the presenter. The questions must be relevant to the application;
- Once all evidence is given, the Regulations Committee adjourns. All but the members of the Regulations Committee and the recording secretary must leave the room to allow for deliberation on the application. Discussion of the application privately between individual Committee members must not occur until a decision has been finalized. All discussion must be in an open forum;
- Once the decision is made the motion is tabled.

The Regulations Committee votes on the motion and the resolution is recorded.

b. Standing Advisory Committees

I. Mandate

The Board has three standing committees, whose general allocation of responsibilities are summarized below.

II. Executive Committee

- Review and provide guidance regarding agenda.
- Annual work planning and performance review of the General Manager.
- May approve the tender and award of WECI-funded contracts falling within budgets approved by the Board.
- While in a state of Emergency Operations, may also carryout items B) 1. c) ii, iv, vi, and xv on behalf of the Board.

III. Finance and Administration Advisory Committee

- Annual budget, audit, and financial statements
- Borrowing and reserve fund management
- Wages, benefits, per diems, honorariums, and mileage rates
- Fee setting and other cost recovery
- Personnel matters
- Organizational structure
- Employee Manual policies
- H&S Manual policies
- Procurement policies

IV. Policy and Planning Advisory Committee

- CA legislative and regulatory matters, and policies and plans thereunder that are not financial in nature.
- This includes resource management, conservation and other matters falling under Sections 20 and 21 of the Act.
- All Administrative By-law matters and policies and plans thereunder that are not addressed by the F&A Advisory Committee per this table.

All reports having to do with priority-setting should either go to both the F&A and P&P committees or directly to the Board, for example:

- Corporate Strategic Plan
- Interim Financial Plan
- 10-year Capital Plan
- Workforce Plan

V. General Terms

Standing committees will meet at the call of the Committee Chair and will likely be limited to 3 – 4 meetings per year.

The Committee will consider a variety of issues and provide recommendations for consideration by the Board of Directors.

VI. Committee Chair and Vice Chair

The Chair and Vice-Chair of the Board shall stand as the Chair and Vice-Chair of the Executive Committee, respectively. All other standing committees shall elect a Chair and Vice Chair from amongst the Committee members at the first meeting following the Annual General Meeting, and as required thereafter.

The Committee Chair, or in his/her absence the Committee Vice-Chair will:

- Preside over the meetings of the committee;
- In conjunction with the General Manager, prepare and distribute agendas and other items of business; and
- Report to the Board of Directors as appropriate.

c. Public Advisory Committees

VII. Mill of Kintail Museum Advisory Committee

(1) General Terms

The Mill of Kintail Museum Committee will advise Mississippi Valley Conservation Authority on the protection, promotion and presentation of the Dr. R. Tait McKenzie Collection and James Naismith Collection, and help to facilitate the development of the Mill of Kintail site and programming. At the first meeting of the Committee, a Committee Chair and Committee Vice-Chair will be elected from among the members of the Committee.

(2) Duties of the Committee Chair and Committee Vice-Chair

The Committee Chair, or in his/her absence the Committee Vice-Chair will:

- Preside over meetings of the Committee;
- In conjunction with the General Manager, prepare and distribute agendas and other items of business; and
- Report to the Board of Directors as appropriate.

(3) Specific Terms

The Committee will work specifically on:

- Assisting in developing recommendations and strategies to improve Museum operating standards;
- Initiate projects and activities that will help to implement the development plans;
- Assist staff with special and regular programming;
- Consult with outside agencies, groups and individuals as appropriate;
- Review annual budget requirements and provide recommendations to the Board of Directors; and
- Investigate additional funding sources.

(4) Committee Membership

Membership on the Committee will be appointed annually by the Mississippi Valley Conservation Authority Board of Directors and consist of:

- One Mississippi Valley Conservation Authority member from the Board of Directors; and

- Public representatives, six of whom are voting members.

VIII. Mississippi River Watershed Plan Public Advisory Committee

(5) General Terms

The Mississippi River Watershed Plan Advisory Committee will make recommendations to the Mississippi Valley Conservation Authority regarding prioritization and implementation of actions identified under the *Mississippi River Watershed Plan*.

(6) Specific Terms

The Committee will:

- Help gauge community interest in specific actions;
- Provide input to the annual prioritization of actions;
- Disseminate and collect information within their target sectors and communities to support project design and delivery;
- Support community uptake and project implementation by engaging with member municipalities and community partners; and
- Provide constructive feedback regarding implementation successes and challenges.

(7) Committee Membership

Members of the Committee will be appointed annually by the Mississippi Valley Conservation Authority Board of Directors, and may be renewed at the discretion of the Board. Membership will consist of:

- A Member of the MVCA Board of Directors who will act as Board-liaison and Co-Chair; and;
- Up to 10 members of the public representing a cross-section of geographic areas, interests, expertise and experience including the following from within the Mississippi River watershed:
 - Ratepayers with well or surface water intakes;
 - Conservationists;
 - Forestry sector;
 - Aggregate sector;
 - Agriculture sector;
 - Recreational tourism;

- Land development;
- Water resource management; and
- Drinking water systems.

(8) Duties of the Co-Chairs

At the first meeting of the Committee each year, committee members will elect a Co-Chair from amongst the public appointees to the Committee. It is the responsibility of the co-chairs to:

- Preside over meetings of the Committee;
- In conjunction with the General Manager, prepare and distribute agendas and other items of business; and
- Report to the Board of Directors as appropriate.

Appendix 5 – Criteria for Bringing Items to the Board

The following matters shall be elevated to the Board of Directors for consideration:

- The annual workplan, budget, fee schedules, Financial Statements, the Corporate Strategic Plan, watershed plans, mandatory documents prescribed by **O.Reg. 686**, and changes to any of the aforementioned;
- Matters related to **Parts II, III, or IV** of the *Conservation Authorities Act* (CA jurisdiction, dissolution, Board membership and governance);
- Proposed changes to the scope of MVCA Programs and Services delivered under **Part V** of the *Conservation Authorities Act*;
- Changes to how **Part VI** of the *Conservation Authorities Act* is applied within MVCA's jurisdiction (e.g. maps and policies related to Sections 28 and 29 having to do with the regulation of natural hazards and activities at conservation areas);
- Appointment of an officer to enforce the *Conservation Authorities Act*;
- Decisions and recommendations of all standing committees of the Board;
- Minutes of MVCA's Joint Health & Safety Committee;
- Formal requests or comments that could be perceived as MVCA taking a public position on the actions or proposals of another level of government;
- Financial matters in accordance with the Procurement Policy; and
- All other matters as prescribed by Board policies.

Appendix 6 – Board Per Diems and Mileage (Reviewed Annually)

Approved December 2025

Corporate Mileage Rate

- \$0.6138/km

Board Per Diem

- \$78.38/half day

Chair Honorarium

- \$1964.44/year

Vice Chair Honorarium

- \$654.82/year

Amendment Tracking

Board Approval	Section(s) of Administrative By-Law
April 17, 2019 Motion #B04/17/19-4 Report #2999/19	C. Governance, 2. Officers
April 17, 2019 Motion # B04/17/19-5 Report # 3000/19	C. Governance, 11. Signing Officers
April 17, 2019 Motion # B04/17/19-6 Report #3001/19	C. Governance, 2. Officers, c. General Manager
April 15, 2020 Motion # B04/15/20-2 Report #3055/20	C. Governance, 1. Members, c. Powers of General Membership D. Meeting Procedures, 1. Rules of Procedures, Declared State of Emergency (repealed June 2021)
February 17, 2021 Motion # B02/17/21-4 Report #3110/21	A. Introduction, Powers of Authorities C. Governance, 1. Members, a. Appointments C. Governance, 3. Maximum Term for Chair and Vice-Chair(s) C. Governance, 4. Election of Chair and Vice Chair(s) C. Meeting Procedures, 20. Minutes of Meetings
June 16, 2021 Motion # B06/16/21-8 Report #3138/21	D. Meeting Procedures, 5. Consent Agenda
June 16, 2021 Motion # B06/16/21-9 Report #3139/21	E. Appendices to the Administrative By-Law, Appendix 4 Terms of Reference for Committees
July 12, 2021 Motion # B07/12/21-5 Report #3140/21	D. Meeting Procedures, 1. Rules of Procedure, b. Emergency Operations D. Meeting Procedures, 11. Electronic Meetings and Electronic Participation
April 20, 2022 Motion # B04/20/22-23 Report #3204/25	E. Appendices to the Administrative By-Law, Appendix 4 Terms of Reference for Committees
May 18, 2022 Motion # B05/18/22-05 Report #3222/22	Introduction Introduction, Powers of Authorities C. Governance, 1. Members, a) Appointments C. Governance, 1. Members, c) Powers of the General Membership

	<p>D. Meeting Procedures, 6. Quorum</p> <p>D. Meeting Procedures, 11. Electronic Meetings and Electronic Participation</p> <p>E. Appendices to the Administrative By-Law, Appendix 4 – Terms of Reference for Committees</p> <p>E. Appendices to the Administrative By-Law, Appendix 4 – Terms of Reference for Committees</p>
July 20, 2022 Motion # B07/20/22-03 Report #3228/22	<p>E. Appendices to the Administrative By-Law, Appendix 4 – Terms of Reference for Committees, 2. Standing Advisory Committees</p> <p>Appendices to the Administrative By-Law, Appendix 4 – Terms of Reference for Committees, 3. Public Advisory Committees</p>
July 20, 2022 Motion # B07/20/22-05 Report #3228/22	E. Appendices to the Administrative By-Law, Appendix 1: Reserve Policies
April 17, 2023 Motion # B23/04/17-5 Report #3310/23	E. Appendices to the Administrative By-Law, Appendix 6: Accounting for Tangible Capital Assets
July 10, 2023 Motion # B23/07/10-3 Report #3331/23	<p>A. Introduction</p> <p>A. Introduction, 1. Powers of Authorities</p> <p>B. Definitions</p> <p>C. Governance, 1. Members, a. Appointments</p> <p>C. Governance, 1. Members, b. Terms of Member Appointments</p> <p>C. Governance, 1. Members, d. Member Accountability</p> <p>C. Governance, 1. Members, e. Applicable Legislation</p> <p>C. Governance, 1. Members, f. Relationships Between Members and Staff</p> <p>C. Governance, 8. Financial Statements and Report of the Auditor</p> <p>C. Governance, 13. Remuneration of Members</p> <p>C. Governance, 15. Records Available to Public</p> <p>C. Governance, 16. By-Law Review</p> <p>C. Governance, 18. Enforcement of By-laws and Policies</p> <p>D. Meeting Procedures, 3. Meetings Open to Public</p> <p>D. Meeting Procedures, 4. Agenda for Meetings</p> <p>D. Meeting Procedures, 5. Consent Agenda</p> <p>D. Meeting Procedures, 6. Quorum</p> <p>D. Meeting Procedures, 11. Electronic Meetings and</p>

	<p>Electronic Participation</p> <p>D. Meeting Procedures, 13. Annual Meeting</p> <p>D. Meeting Procedures, 14. Meetings with Closed “In Camera” Sessions</p> <p>D. Meeting Procedures, 15. Voting</p> <p>D. Meeting Procedures, 16. Notice of Motion</p> <p>E. Appendices to the Administrative By-law, Appendix 1 – Code of Conduct</p> <p>E. Appendices to the Administrative By-law, Appendix 2 – Conflict of Interest</p>
July 10, 2023 Motion # B23/07/10-4 Report #3332/23	E. Appendices to the Administrative By-Law, Appendix 5 - Purchasing Policy
September 11, 2023 Motion # B23/09/11-6 Report #3353/23	Section E. Meeting Procedures, 13. Annual Meeting
September 11, 2023 Motion # B23/09/11-7 Report #3354/23	E. Appendices to the Administrative By-Law, Appendix 5: Criteria for Bringing Items to the Board E. Appendices to the Administrative By-Law, Appendix 6 - Board Per Diems and Mileage (Reviewed Annually)
December 11, 2023 Motion # B23/12/11-6 Report #3378/23	E. Appendices to the Administrative By-law, Appendix 6 – Board Per Diems and Mileage (Reviewed Annually)
December 9, 2024 Motion # B24/12/09-9 Report #3461/24	E. Appendices to the Administrative By-law, Appendix 6 – Board Per Diems and Mileage (Reviewed Annually)
December 8, 2025 Motion #	E. Appendices to the Administrative By-law, Appendix 6 – Board Per Diems and Mileage (Reviewed Annually)