Nottawasaga Valley Conservation Authority

Administrative Bylaws - Governance and Administrative Policies

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Alternative formats available upon request.

Nottawasaga Valley
Conservation Authority

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Section 1 – Introduction

1.1 Welcome to the Nottawasaga Valley Conservation Authority

The Nottawasaga Valley Conservation Authority (NVCA) is a non-share corporation that was created in 1960 under The *Conservation Authorities Act*, R.S.O. 1990, c. C27 (the Act). Under Section 20 of the Act, our objects are "to establish and undertake, in the area over which [we] have jurisdiction, a program designed to further the conservation, restoration, development and management of natural resources other than gas, oil, coals and minerals".

Under the Act, municipalities within a common watershed are enabled to petition the province to establish a Conservation Authority. The purpose of the Act is to provide for the organization and deliver programs and services that further the conservation, restoration, development and management of natural resources in watersheds in Ontario. The Authority is comprised of its 18 Members, 1 appointed as representatives by each Participating Municipality as per the following resolution:

Moved by: B. French Seconded by: B. Meadows

RES: 113-16 RESOLVED THAT: Staff Report No. 78-11-16-BOD regarding a final NVCA Board reduction from 27 to 18 members be approved by the Board of Directors; and

FURTHER THAT: the NVCA/Municipal Memorandum of Agreement (MOA), appended to the Staff Report, for ongoing appointment of 18 members to the Board of Directors be approved; and

FURTHER THAT: the Chair and CAO be authorized to sign the MOA and circulate it to the 18 participating municipalities for approval and signature.

Carried Unanimously;

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

The NVCA has 18 member municipalities:

Township of Adjala-Tosorontio	Town of Innisfil
Township of Amaranth	Township of Melancthon
City of Barrie	Town of Mono
Town of The Blue Mountains	Mulmur Township
Town of Bradford West Gwillimbury	Town of New Tecumseth
Township of Clearview	Township of Oro-Medonte
Town of Collingwood	Town of Shelburne
Township of Essa	Township of Springwater
Municipality of Grey Highlands	Town of Wasaga Beach

Our Vision: Innovative watershed management supporting a healthy environment, communities and lifestyles.

Our Mission: Working together to lead, promote, support and inspire innovative watershed management.

Our Guiding Principles: We are committed to carrying out our responsibilities, providing services to our customers and working with our partners in a professional, accountable, responsible and dedicated manner.

We are:

- **an adaptive organization** - constantly striving to improve; committed to anticipating change and thinking strategically
- **a "can-do" organization** - collaborative, decisive and efficient, committed to finding solutions that work for all
- **a science-based organizatio**n - committed to using the best available watershed science and knowledge to inform decisions
- **a professional organization** - authentic and credible, respectful of all and receptive to the ideas of others
- **an open organization** - approachable, committed to customer service excellence, honest, open, transparent and effective
- **a responsible organization** - trustworthy, committed to fiscal prudence and the responsible use of resources.

As an organization, we are committed to:

- protecting watershed communities from natural hazards
- promoting and protecting the value of the watershed and its resources
- working effectively with our municipal partners to deliver superb customer service
- partnering with the agricultural community to advance stewardship
- collaborating with the development industry to advance low impact development

- working with members of the environmental community to advance environmental sustainability
- developing watershed science, information and knowledge

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

1.2 Definitions

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

Ad-Hoc Committee means a committee of Members established by the Board of Directors from among the Members to study, consider and report back and make recommendations to the Board of Directors on any subject on which the authority has jurisdiction. An Ad-Hoc Committee has a defined timeframe.

Advisory Committee means a committee of Members established by the Board of Directors to provide program strategic direction recommendations to the Board of Directors

Authority means the Nottawasaga Valley Conservation Authority

Board of Directors shall mean the 18 Members of the 18 watershed municipalities appointed by the watershed municipality and forming a Board of Directors according to the population of the municipality

CAO/Secretary-Treasurer means Chief Administrative Officer of the Authority

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

Fiscal Year shall mean 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)*.

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

Majority shall mean 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 a member appointed to the Authority by the Minister as a representative of the agricultural sector (if applicable) and

effective act as directors as specified in the *Ontario Not-For-Profit Corporations Act (ONCA)*.

Minister means the Minister as defined in the Act.

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

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

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.

Staff means employees of the Authority as provided for under Section 19(1) of the Act.

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

Weighted Majority Vote means the votes of 51 percent of those represented after the votes are weighted by the percentage that applies under Ontario Regulation 402/22: Budget and Apportionment.

Section 2 – Governance Policies

2.0 Board of Directors

2.0.1 Appointments

Participating Municipalities within the jurisdiction of the Nottawasaga Valley Conservation Authority shall appoint Members in accordance with Section 14 of the Act. An additional agricultural sector representative may be appointed to the Authority by the Minister.

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

Collectively, the appointed Members for the purposes of this bylaw are also referred to as the General Membership.

2.0.2 Term of Member Appointments

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

2.0.3 Powers of the General Membership

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

i. Approving by resolution, the creation of Committees and/or Advisory Boards, the members thereof and the terms of reference for these Committees and/or Advisory Boards;
ii. Appointing a Chief Administrative Officer/Secretary-Treasurer;
iii. Terminating the services of the Chief Administrative Officer/Secretary-Treasurer;
iv. Approving establishing and implementing regulations, policies and programs;
v. Awarding contracts or agreements where the approval of the Authority is required under the Authority's purchasing policy;
vi. Approving by resolution, any new capital project of the Authority;
vii. Approving by resolution, the method of financing any new capital projects;
viii. Approving details on budget allocations on any new or existing capital projects;
ix. Approving the total budget for the ensuing year, and approving the apportionment to be paid by the Participating Municipalities;
x. Receiving and approving the Financial Statements and Report of the Auditor for the preceding year;
xi. Authorizing the borrowing of funds on the promissory note of the Authority in accordance with subsection 3(5) of the Act;
xii. Approving by resolution, any proposed acquisition of land or disposition of land, subject to the requirements under the Act;
xiii. Approving permits or refusing permission as may be required under any regulations made under Section 28 of the Act;

xiv. Holding hearings required for the purpose of reviewing permit applications, and advising every applicant of their right to appeal the decision to the Minister through the Ontario Land Tribunal.

If a member has been appointed representing the agricultural sector, they do not have a vote on items viii, ix, and x as per s.14 of the Act and s.2 of Ontario Regulation 402/22 Budget and Apportionment.

2.0.4 **Member Accountability**

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

All Members have the responsibility to be guided by and adhere to the Code of Conduct (Appendix 2) and Conflict of Interest Policy (Appendix 3), as adopted by the Authority. Additionally, the agricultural representative appointed by the Minister will be required to follow the provincial ethical framework set out for government public appointees in the Management Board of Cabinet's Agencies and Appointments Directive.

Members are responsible for:
i. Attending all meetings of the Authority;
ii. Understanding the purpose, function and responsibilities of the Authority;
iii. Being familiar with the Authority's statutory and other legal obligations;
iv. With the administration, setting strategic direction for the Authority.

2.0.5 **Applicable Legislation**

In addition to the Act, the Members are subject to other legislation including, but not limited to:
- *Municipal Conflict of Interest Act*
- *Municipal Freedom of Information and Protection of Privacy Act*
- *Not-for-Profit Corporations Act, 2010*

If any part of this bylaw 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 conflict 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.

2.0.6 **Relationship between Members and Staff**

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

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

2.1 Duties of Officers

2.1.1 Responsibilities of the Chair of the Board include:

i. Is a Member of the Authority;
ii. Presides all meetings of the General Membership and ensures Meeting Procedures & Regulations are adhered to;
iii. Calling special meetings if necessary;
iv. Acting as a public spokesperson on behalf of the General Membership
v. Reviewing and approving, time-sensitive grants/funding for special projects (not within the current budget) that cannot be presented to the BOD before the deadline date, has a value of less than $100,000, and has no negative affect on the current budget or requires Board approval for additional levy funding;
vi. Serves as signing officer for the Authority;
vii. Ensures relevant information and policies are brought to the Authority's attention;
viii. Represents the NVCA at Conservation Ontario Council meetings;
ix. Keeps the General Membership apprised of significant issues in a timely fashion;
x. Inspiring other Members with his/her own commitment of support, time and enthusiasm;
xi. Performing other duties when directed to do so by resolution of the NVCA.
xii. With input from the Board of Directors, complete the CAO's annual performance review process.

2.1.2 Responsibilities of the Vice-Chair of the Board include:

xiii. Is a Member of the Authority;
xiv. Attending all meetings of the Authority;
xv. Carries out assignments as requested by the Chair;
xvi. 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;
xvii. Serves as a signing officer for NVCA.

2.1.3 Responsibilities of the Chief Administrative Officer/Secretary-Treasurer as assigned by the Authority include, but are not limited to the following:

xviii. Is an employee of the Authority;
xix. Attends all meetings of the General Membership or designates an acting CAO if not available;
xx. Works in close collaboration with the Chair and Vice-Chair and keeps them apprised of relevant information and significant issues in a timely fashion;
xxi. Develops a strategic plan for approval by the General Membership and implements short and long-range goals and objectives;
xxii. Is responsible for the management of the operations of the Authority, including but not limited to; all staff, staffing requirements, staff performance, organizational structure and programs of the Authority;
xxiii. Ensures resolutions of the Authority are implemented in a timely fashion;
xxiv. 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;
xxv. Serves as a signing officer for the Authority;
xxvi. Is the custodian of the Corporate Seal;
xxvii. Fulfills the requirements of the Secretary-Treasurer as defined in the Act;
xxviii. Keeps accurate records of meetings and accounts of the Authority;
xxix. Acts as a public spokesperson for NVCA;
xxx. Represents the NVCA at Conservation Ontario Council with the Board representative.

2.2 Absence of Chair and Vice-Chair

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

2.3 Maximum Term for Chair and Vice-Chair(s)

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

2.4 Representatives to Conservation Ontario Council

2.4.1 The Authority may appoint up to three Representatives to Conservation Ontario Council ("Council"), designated as Voting Delegate and Alternates(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. The NVCA shall appoint as per Section 2.1 above.

2.5 Election of Chair and Vice-Chair

2.5.1 The election of the Chair and one or more Vice-Chair shall be held at the annual general meeting in accordance with the Authority's Procedures for Election of Officers (Appendix 4). Successors to the positions of Chair and Vice-Chair shall be a Member from a different participating municipality from the incumbent. Upon application by an Authority or a participating municipality, the Minister may grant permission for a member who was appointed to the Authority by the same participating municipality that appointed the outgoing Chair or Vice-Chair to serve as Chair or Vice-Chair.

2.5.2 A chair or vice-chair appointed under subsection (1) shall hold office for a term of one year and shall serve for no more than two consecutive terms as per the *Conservation Authorities Act*

2.5.3 An authority in respect of which more than one participating municipality has been designated shall appoint chairs and vice-chairs from among the members appointed to the authority by each participating municipality on a rotating basis so as to ensure that a member appointed to the authority by a particular participating municipality cannot be appointed to succeed an outgoing chair or vice-chair appointed to the authority by the same participating municipality as per the Conservation Authorities Act.

2.5.4 Despite subsections 2.4.2 and 2.4.3, upon application using the template in Appendix 6, by an authority or a participating municipality, the Minister may grant permission to the authority or participating municipality to, subject to such conditions or restrictions as the Minister considers appropriate,

(a) appoint a chair or vice-chair for a term of more than one year or to hold office for more than two consecutive terms; or

(b) appoint as chair or vice-chair of the authority a member who was appointed to the authority by the same participating municipality that appointed the outgoing chair or vice-chair.

2.6 Appointment of Auditor

2.6.1 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.

2.6.2 The General Membership shall appoint an auditor for the coming year at the annual general meeting in accordance with Section 38 of the Act.

2.7 Appointment of Financial Institution

2.7.1 The General Membership shall appoint a financial institution to act as the Authority's banker by Resolution at the annual general meeting.

2.8 Appointment of Solicitor(s)

2.8.1 The General Membership shall appoint a solicitor(s) to act as the Authority's legal counsel by Resolution at the annual general meeting. This will include all types of legal counsel required by the Authority.

2.9 Financial Statements and Report of the Auditor

2.9.1 The General Membership shall receive and approve the Audited Financial Statements and Report of the auditor annually for the previous year at the April meeting (or if no meeting in April, at the next meeting).

2.9.2 The Authority shall forward copies of the Audited Financial Statements to the Minister and place them on the Authority's website for availability to the participating municipalities and to the public in accordance with Section 38 of the Act, within sixty (60) days of receiving the Auditor's report.

2.10 Borrowing Resolution

2.10.1 The Authority shall establish a borrowing resolution at the annual general meeting each year and such resolution shall be in force until it is superseded by another borrowing resolution.

2.11 Apportionment Notice

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

2.12 Signing Officers

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

i. Any two of the following officers are designated and empowered to sign banking documents and cheques on behalf of the Authority: Chair, Vice-Chair; CAO/Secretary-Treasurer and the Director, Corporate Services;
ii. Any two of the following officers are designated and empowered to sign contracts, agreements, and other documents on behalf of the Authority: Chair; Vice-Chair; CAO/Secretary-Treasurer or his/her designate in his/her absence and the Director, Corporate Services;
iii. If the contract, agreement or other document for works and/or operations is related to the approved budget, the program director is authorized to be the first signing authority and one of the signing authorities as identified in Section 2.11.2 as the second;
iv. Where the Chair considers there to be an emergency, the five signing officers of the Authority shall be empowered to act without approval of the General Membership.

2.12.2 Signing authority that was authorized by any previous Regulation or Bylaw is superseded by this bylaw.

2.13 Advisory/Ad Hoc and Other Committees

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

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

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

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

2.13.5 The dates of all advisory board and committee meetings shall be made available to the General Membership.

2.14 Remuneration of Members

2.14.1 The Authority has established a per diem rate to be paid to Members for attendance at Authority meetings and committee meetings, and can be reviewed at any time, at the request of the Chair.

2.14.2 The per diem rate will increase by a cost-of-living factor each year, the same as is used for the NVCA staff.

2.14.3 A per diem will be paid for each meeting attended. If two NVCA meetings are held the same day, the Member will receive one per diem.

2.14.4 The Members will be responsible for advising the Director, Corporate Services of any per diems and mileage incurred for other than Board of Directors meetings, within 30 days of the per diem or mileage being incurred.

2.14.5 The Authority will reimburse Members' travel expenses, based on current CRA rate, incurred for the purpose of attending meetings and/or functions on behalf of the Authority on a quarterly basis via direct deposit.

2.14.6 Mileage rates for the NVCA are based on the annual posted Canada Revenue Agency rate.

2.14.7 Meal, accommodation, transportation and conference/workshop/seminar expenses for Members while on NVCA business that are approved by the Chair shall be reimbursed in accordance with the Authorities Expense Policy.

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

2.14.9 An honorarium for the Chair and Vice-Chair will cover expenses outside Authority approved committees, including related business meetings, cheque signing, contract signing, special events, etc. They shall receive an annual honorarium as follows:

i. Chair - $2,500
ii. Vice-Chair - $1,500

Starting in 2026, these honorariums shall be increased by a cost-of-living factor, the same as section 2.14.2

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

2.15 Records Retention

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

i. Minutes of all meetings of the Authority, including registries of statements of interest in accordance with the *Municipal Conflict of Interest Act*;
ii. Assets, liabilities, receipts and disbursements of the Authority and Financial Statements and Reports of the Auditors;
iii. Human Resources files for all employees and Members as applicable;
iv. Workplace Health & Safety documents including workplace inspections, workplace accidents, investigations, etc.;

v. Electronic communications including emails;
vi. Contracts and Agreements entered into by the Authority;
vii. Strategic Plans and other documents providing organizational direction;
viii. Projects of the Authority;
ix. Technical studies and data gathered in support of Programs of the Authority;
x. Legal proceedings involving the Authority;
xi. Incidents of personal injury or property damage involving the Authority and members of the public.

2.15.2 Such records shall be retained and protected in accordance with all applicable laws and per the approved Records Retention Policy of the Authority.

2.16 Records Available to Public

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

2.16.2 The Authority shall designate a head of the Authority, generally the Director, Corporate Services for the purposes of MFIPPA at the Annual General Meeting.

2.17 Bylaw Review

2.17.1 In accordance with the Act, these bylaws shall be reviewed by the Authority to ensure the bylaws are in compliance with the Act and any other relevant law. The General Membership shall review the bylaws at a minimum of once per four year term to ensure best management practices in governance are being followed.

2.18 Bylaw Available to Public

2.18.1 In accordance with the Act, the Authority shall make its bylaws available to the public on the Authority's website. Bylaws 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

2.19 Enforcement of Bylaws and Policies

2.19.1 The members shall respect and adhere to all applicable bylaws and policies (for example, the Code of Conduct and Conflict of Interest). The Authority may take reasonable measures to enforce its bylaws and policies, including the enforcement mechanisms under the *Municipal Conflict of Interest Act.*

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

2.19.3 The Chair will inform the Board of the breach and a letter will be forwarded to the Member's Mayor and Council advising of said breach. The decision for the Member to continue representing their municipality will be determined by the Member's Mayor and Council.

2.19.4 Should a Member of the Board of Directors allege that another Member has breached the Code of Conduct, the said breach will be communicated to the Chair or in his/her absence, the Vice-Chair, with a copy to the CAO/Secretary-Treasurer, in writing. The Chair will present the issue to the Board of Directors at an 'In-Camera' session.

2.19.5 The Member alleged to have breached the Code of Conduct will be given the opportunity to speak to the issue in accordance with the rules of meeting procedure as set out in these bylaws. The Member may be asked to leave the meeting so that the Board can deliberate the issue.

2.19.6 Should it be concluded, by two thirds majority vote, that a Member has breached the Code of Conduct and Confidentiality Agreement, a letter will be forwarded to the Members Mayor and Council or the appointing Minister, by the Chair or in his/her absence, the Vice-Chair, advising of said breach. The decision for the Member to continue representing their municipality will be determined by the Mayor and Council of that municipality.

2.19.7 A Member cannot appeal the decision of the Board.

2.20 Indemnification of Members, Officers and Employees

2.20.1 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, reasonable 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 judgement in its favour) if as follows:

i. 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 Members, Officers or Employees duties and responsibilities;
ii. 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.

Section 3 - Meeting Procedures

The Meeting Procedures below governing the procedure of the Authority shall be observed in all Advisory/Ad-Hoc and Other Committees, as far as they are applicable, and the name of the Committee may be substituted for the word Authority as applicable. . When the Authority is sitting as a Hearing Board, hearings will meet the requirements of the Statutory Powers and Procedures Act SPPA, the details of which are specified in the NVCA's Hearing Procedures.

3.1 Rules of Procedure

3.1.1 In all matters of procedure not specifically dealt with under the Act and this Bylaw, the current edition of Robert's Rules of Order will be followed.

3.1.2 The Authority will normally conduct its business as a committee of the whole.

3.2 Notice of Meeting

3.2.1 The General Membership shall approve a schedule for regular meetings in advance and shall be posted on the NVCA website.

3.2.2 Notice of regular meetings will be circulated by the Authority office and posted on the NVCA website at least five business days prior to the meeting date.

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

3.2.4 All material, correspondence and written notice of motion to be dealt with by the Authority at a meeting will be submitted to the CAO/Secretary-Treasurer at least fourteen (14) days in advance of the meeting in question.

3.2.5 The chair may, at his/her pleasure, call a special meeting of the Authority as necessary on a minimum of 72 hours' 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.

3.2.6 Any Member of the Board, with 50% of the Members plus one other Member, may request the Chair to call a meeting of the Board and the Chair will proceed to give notice of a meeting within three days of such request. Such meeting shall be a special meeting and shall be held on three days' written notice.

3.2.7 The Chair or the CAO/Secretary-Treasurer may postpone or cancel any meeting until the next scheduled date for the specific committee affected provided notice in writing or email is delivered to the Members so as to be received by them at least 12 hours before the hour appointed for the meeting.

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

3.3 Meetings Open to Public

3.3.1 All meetings of the General Membership and 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.

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

3.3.3 Members of the public who constitute an audience during a Board of Directors meeting may not:

i. Address the Board of Directors without permission;
ii. Interrupt any speech or action of the Members, or any other person addressing the Board of Directors;
iii. Display or have in their possession any picket signs, placards, or other forms of written messages deemed inappropriate by the Chair.

3.4 Agenda for Meetings

3.4.1 Authority staff, under the supervision of the CAO shall prepare, for the use of Members at all regular meetings of the Authority, an agenda which shall include, but not necessarily be limited to, the following headings:

i. Adoption of the Agenda;
ii. Declarations of Pecuniary and Conflict of Interest;
iii. Announcements;
iv. Presentations;
v. Deputations;
vi. Hearings;
vii. Consent Agenda List;
viii. Adoption of Minutes;
ix. Correspondence;
x. Staff Reports;
xi. Closed Session;
xii. Other Business;

xiii. Adjournment.

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

3.4.3 Agendas for meetings shall be shared/made available to all Members at least 5 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 bylaw. Such agendas shall also be available in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act,* if request by interested parties.

3.5 Quorum

3.5.1 At any meeting of the General Membership or committee, a quorum consists of one-half (1/2) of its appointed Members. The Member appointed by the Minister to represent agricultural interests is not part of quorum.

3.5.2 If there is no quorum within one-half hour after the time appointed for a 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.

3.5.3 If during the course of a meeting a quorum is lost, then the Chair shall declare that the meeting will stand adjourned, until the date of the next regular meeting or other meeting called in accordance with the provisions of this bylaw.

3.5.4 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.

3.5.5 Where the number of Members who refrain from a meeting or part of 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.

3.6 Order of Business

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

3.6.2 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.

3.7 Debate

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

i. A Member shall be recognized by the Chair prior to speaking;
ii. 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;
iii. All questions and points of discussion shall be directed through the Chair;
iv. Where a motion is presented, it shall be moved and seconded before debate;
v. No Member shall speak more than once to the same questions without leave from the Chair, except in explanation of a material part of the speech;
vi. No Member shall speak more than 5 minutes without leave of the Chair;
vii. Any 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;
viii. 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;
ix. When a motion is under consideration, only one amendment is permitted at a time;
x. All other rules will be referred to Roberts Rules of Order.

3.8 Matters of Precedence

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

i. A point of order;
ii. A matter of privilege;
iii. A matter of clarification;
iv. A motion to suspend a rule of procedure or to request compliance with the rules of procedure;
v. A motion that the question be put to a vote;
vi. A motion to adjourn;
vii. All others as mentioned in Robert's Rules of Order.

3.9 Members Attendance

3.9.1 The Authority shall provide a listing of Members' attendance at scheduled meetings of the Authority to the Participating Municipalities annually with the remuneration received.

3.9.2 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.

3.9.3 In the event that a municipally appointed Member misses three consecutive meetings without due notice, the Authority will advise the Member's municipality of the unaccountable absences.

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

3.10 Electronic Meetings and Participation

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

3.10.2 A Member can participate electronically in a meeting that is open or closed to the public and in either case may be counted in determining whether or not a quorum of members is present at any point in time.

3.10.3 Electronic meetings must permit all participants to communicate adequately with each other during the meeting. For open electronic meetings, the public must be able to participate in the meeting electronically and be able to observe all that Members can hear and see at the meeting.

3.11 Electronic Participation during Emergencies

3.11.1 During any period where an emergency has been declared to exist, in all or part of an area over with the Authority has jurisdiction, under section 4 or 7.1 of the *Emergency Management and Civil Protection Act*, that may prevent the General Membership from meeting in person, a Member may participate in meetings electronically and shall have the ability to:

i. Hold a special meeting to amend a bylaw.
ii. That members of the authority be permitted to participate in meetings electronically and register votes when participating electronically.
iii. That any member of the authority who is participating electronically in a meeting may be counted in determining whether a quorum of members is present at any point in time during the meeting.
iv. That any member of the authority can participate electronically in a meeting that is closed to the public.

i. At the beginning of the closed meeting a roll call will occur confirming the member's connection and ensuring all members are in a private setting.

3.11.2 During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.1 of the *Emergency Management and Civil Protection Act*, that may prevent the General Membership from meeting in person, any date or timeline requirement established under any Section in this By-law shall be postponed until such time as the General Membership can reasonably address the issue.

3.11.3 During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.1 of the Emergency Management and Civil Protection Act, the Authority shall implement best practices to make meetings of the Authority open to the public in accordance with Subsection 15(3) of the Act. Where possible, the Authority will provide for alternative means for the public to participate in meetings electronically.

3.11.4 During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.1 of the Emergency Management and Civil Protection Act, that may prevent the General Membership from meeting in person, any hearing or appeal dealt with in this By-law may be conducted electronically with provisions for applicants and their agents to participate if the Authority decides to hold any such hearing or appeal.

3.11.5 Voting during an electronic meeting will be done through the Board software (currently OnBoard) within a Chair specified timeframe and shall be binding.

3.12 Deputations

3.12.1 Any person or organization who wishes to address the Authority may make a request using the form found on the NVCA website and stating the preferred and alternate dates of the proposed deputation to the CAO/Secretary-Treasurer. The request should include a brief statement of the issue or matter involved and indicate the name of the proposed speaker(s).

3.12.2 The Chair and CAO/Secretary-Treasurer will discuss and determine the meeting for which the deputation will be included and notify the requester. It is not necessarily the preferred or alternate date due to the agenda size/matters already at hand.

3.12.3 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 ten (10) minutes.

3.12.4 Speakers will be requested to speak only to the matter of business as per the request on the submitted form and will be requested not to repeat what has been said by previous speakers regarding the same matter. A returning deputation 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 deputation's presentation if, in the opinion of the Chair, the new information being presented is not relevant to a decision facing the General Membership.

3.13 Hearings

3.13.1 When a hearing is required under the *Conservation Authorities Act* Section 28, Subsections 12, 13, and 15, the Members shall form a tribunal for the purpose of such a hearing, and follow the guidelines and procedures as set out in the Authority's Planning Policy entitled, "Hearing Procedures for Applications Made Under the *Conservation Authorities Act"*.

3.14 Annual Meeting

3.14.1 The Authority shall designate one meeting of the General Membership each year as the annual meeting, normally to be held on the 4th Friday of January and shall include the following items on the agenda, in addition to the normal course of business:

i. Election of Officers (Chair, Vice-Chair);
ii. Appointments as per Sections 2.3, 2.4, 2.5, 2.6, 2.7, 2.9 of these bylaws;
iii. The appointment of the Director, Corporate Services as the Head of the Authority for purposes of the *Municipal Freedom of Information and Protection of Privacy Act*.

3.15 Closed Session Meetings

3.15.1 Every meeting of the General Membership and committees shall be open to the public as per Section 15(2) of the Act, subject to the exceptions set out below.

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

i. The security of the property of the Authority;
ii. Personal matters about an identifiable individual, including employees of the Authority;
iii. A proposed or pending acquisition/disposition/leasing of land for Authority purposes;
iv. Labour relations or employee negotiations;

v. Litigation or potential litigation, including matters before administrative tribunals (e.g. Ontario Land Tribunal), affecting the Authority;
vi. Advice that is subject to solicitor-client privilege;
vii. A matter in respect of which the General Membership or committee or other body may hold a closed meeting under another Act;
viii. Information explicitly supplied in confidence to the Authority by Canada, a province or territory or a Crown agency;
ix. 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 person, or organization;
x. A trade secret or scientific, technical, commercial or financial information that belongs to the Authority and has monetary value or potential monetary value;
xi. 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;
xii. The subject matter relates to the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act* (MFIPPA), and the designated head of the Authority for the purposes of MFIPPA is present.

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

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

i. The meeting meets the criteria outlined in this bylaw to be closed to the public;
ii. The vote is for a procedural matter or for giving directions or instructions to officers, employees or agents of the Authority.

3.15.5 Any materials presented to the Board of Directors during a closed meeting will be returned by each Member of the Board to the CAO/Secretary-Treasurer (or other staff present) prior to departing from the meeting and shall be treated in accordance with the Authority's procedures for handling confidential material.

3.15.6 A meeting of the Authority or committee may also be closed to the public if:

i. The meeting is held for the purpose of education or training the Members;

ii. 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 or committees.

3.16 Voting

3.16.1 In accordance with Section 16 of the Act:

i. Each Member is entitled to one vote;
ii. A majority vote of the Members present at any meeting is required upon all matters coming before the meeting.

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

3.16.3 According to the above, the Chair is entitled to vote.

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

3.16.5 On a tie vote, the motion is lost.

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

3.16.7 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.

3.16.8 If a Member present at a meeting at the time of the vote requests immediately before or after the taking of the vote that the vote be recorded, each member present taken in alphabetical order of Municipality, 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 CAO/Secretary-Treasurer shall record each vote.

3.16.9 At the meeting of the Authority at which the municipal apportionment is to be approved, the CAO/Secretary-Treasurer shall conduct the vote to approve the apportionment by a weighted majority of the Members present and eligible to vote, in accordance with Ontario Regulation 402/22 Budget and Apportionment.

3.16.10 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.

3.16.11 Except as required for the election of Chair, 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.

3.17 Notice of Motion

3.17.1 Written notice of motion to be made at an Authority or committee meeting may be given to the CAO/Secretary-Treasurer by any Member of the Authority not less than 15 days prior to the date and time of the meeting and shall be forthwith placed on the agenda of the next meeting. The CAO/Secretary-Treasurer shall include such notice of motion in full in the agenda for the meeting concerned.

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

3.17.3 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.

3.17.4 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 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.

3.18 Duties of the Chair

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

i. 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;
ii. Ensure that the public in attendance does not in any way interfere or disrupt the proceedings of the Board;
iii. Receive and submit to a vote all motions presented by the Members which do not contravene the rules and regulations of the Authority;
iv. Announce the results of the vote on any motions so presented;
v. Adjourn the meeting when business is concluded;
vi. Adjourn the sitting without a question being put or suspend or recess the sitting for a time to be named if considered necessary.

3.19 Conduct of Members

3.19.1 Members shall maintain a high standard for conduct and at all times comply with applicable laws and the Authority's Code of Conduct (Appendix 2).

3.19.2 No Member at any meeting of the Authority shall:

i. 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;
ii. Leave their seat or make any noise or disturbance while a vote is being taken or until the result is declared;
iii. Interrupt a Member while speaking, except to raise a point of order or a question of privilege;
iv. Speak disrespectfully or use offensive words against the Authority, the Members, staff, or any member of the public;
v. Speak beyond the question(s) under debate;
vi. Resist the rules or disobey the decision of the Chair on the questions or order or practices or upon the interpretation of the Bylaws.

3.20 Minutes

3.20.1 The CAO/Secretary-Treasurer will undertake to have a recording secretary in attendance at meetings of the Authority and committees. 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.

3.20.2 If a recording secretary is not present in a closed session, the CAO/Secretary-Treasurer or designated staff person shall take notes of any direction provided, for endorsement by the Chair.

3.20.3 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.

3.20.4 The CAO/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.

3.20.5 After the minutes have been approved by resolution, they shall be signed by the Chair and CAO/Secretary-Treasurer and copies of all non-confidential minutes shall be posted on the Authority's website. Minutes shall be made available for review on the Authority's website within 30 days of the meeting. Minutes shall be made available in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

Section 4 – Revocation

4.1 Revocation

4.1.1 Upon approval of these Administrative Regulations, all such previous administrative policies and procedures shall be revoked.

Appendices

Appendix 1

Conservation Authorities Act

Powers of authorities

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(m.1) to charge fees for services approved by the Minister;

Note: On a day to be named by proclamation of the Lieutenant Governor, clause 21 (1) (m.1) of the Act is repealed. (See: 2017, c. 23, Sched. 4, s. 19 (3))

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

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

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

Appendix 2

Code of conduct

1. Background

Since its inception, the NVCA has demanded 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. In addition, the General Membership has formalized a "Member Job Description" which includes standards to provide a reference guide and a supplement to legislative parameters within which Members must operate. Further, these documents enhance public confidence that Members operate from a base of integrity, justice and courtesy.

The Code of Conduct and Job Description are general standards. They augment the laws which govern the behaviour of Members, and they are not intended to replace personal ethics.

This Code of Conduct and Board Job Description will also assist Members in dealing with situations that may be ambiguous in NVCA resolutions, regulations, or policies and procedures. Additionally, the agricultural representative appointed by the Minister will be required to follow the provincial ethical framework set out for government public appointees in the Management Board of Cabinet's Agencies and Appointments Directive.

2. General

All Members, whether a municipal Councillor or an appointed representative of a municipality, or whether appointed by the Minister as a representative of the agricultural sector, are held in high esteem as representatives of the Nottawasaga Valley Conservation Authority and are expected to conduct themselves in a manner that reflects positively on the NVCA.

All Members shall serve in a conscientious and diligent manner. No Members 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:

i. Upholds the mandate, vision and mission of the Authority;
ii. Considers the Authority's jurisdiction in its entirety, including their appointing municipality;
iii. Respects and honors confidentiality;
iv. Approaches all Authority issues with an open mind, with consideration for the organization as a whole;
v. Exercises individual powers as a Member when acting in a meeting of the NVCA;
vi. Respects the democratic process and supports and respects decisions of the General Membership and committees;
vii. Declares any direct or indirect pecuniary and conflict of interests when one exists or may exist;

viii. Conducts oneself in a manner which reflects respect and professional courtesy and does not use offensive language in or against the Authority or any Member or any Authority staff.

3. Gifts and Benefits

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

4. Confidentiality

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

All information, documentation or deliberations received, reviewed, or taken in closed session of the Authority and its committees 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 releasing information such as the following:

i. Human resources matters;
ii. Information about suppliers provided for evaluation which might be useful to other suppliers;
iii. Matters relating to the legal affairs of the Authority;
iv. 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;
v. Sources of complaints where the identity of the complainant is given in confidence;
vi. Items under negotiation;
vii. Schedules of prices in contract tenders;
viii. Information deemed to be "personal information" under the *Municipal Freedom of Information and Protection of Privacy Act*

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

5. Use of Authority Property

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

6. Work of a Political Nature

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

7. Conduct at Authority Meetings

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

8. Influence on Staff

Members shall be respectful of the fact that staff work for the Authority and are charged with making recommendations that reflect their professional expertise and corporate perspective, without undue influence.

9. Business Relations

No Members 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 or a committee of the Authority, except in compliance with the terms of the *Municipal Conflict of Interest Act*.

10. Encouragement of Respect for Corporation and its Regulations

Members shall represent the Authority in a respectful way and encourage public respect for the Authority and its Regulations.

11. Harassment

It is the policy of the NVCA 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.

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 NVCA will also not tolerate the display of pornographic, racist or offensive signs or images; practical jokes that result in awkwardness or embarrassment; unwelcome invitations or requests, whether indirect or explicit and any other prohibited grounds under the provisions of the Ontario Human Rights Code.

12. Breach of Code of Conduct

Should a Member breach the Code of Conduct, they shall advise the Chair with a copy to the CAO/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 CAO/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 to 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 Bylaws and Policies procedure referred to in Section 2 of the Administrative Bylaws.

Appendix 3

Conflict of Interest

1. Municipal Conflict of Interest Act

The Authority Members commit themselves and the Authority to ethical, businesslike, and lawful conduct when acting as the General Membership. The Authority and the Members are bound by the *Municipal Conflict of Interest Act*. This appendix to the bylaw 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.

2. Disclosure of Pecuniary Interest

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

a) shall, prior to any consideration of the matter at the meeting, disclose the pecuniary interest and the general nature thereof;

b) shall not take part in the discussion of, or vote on any question in respect of the matter;

c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question; and,

d) shall file a written statement of the Conflict of Interest and its general nature with the CAO/Secretary-Treasurer

3. 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.

4. Closed Meetings

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

5. Member Absent

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

6. Disclosure Recorded in Minutes

The recording secretary shall record in reasonable detail the particulars of any disclosure of conflict of interest or pecuniary interest made by Members and whether the Member withdrew from the discussion of the matter. Such record shall appear in the

minutes/notes of that particular meeting of the General Membership, committee, as the case may be.

The Authority shall maintain a registry in which the following shall be kept:

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

The registry shall be available for public inspection.

7. Breach of Conflict of Interest Policy

Should a Member breach the Conflict of Interest Policy, they shall advise the 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 by 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 Bylaws and Policies procedure referred to in Section 2 of the Administrative Bylaws.

Appendix 4

Election of Officers

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

2. Acting Chair
The General Membership shall appoint the CAO/Secretary-Treasurer, as Acting Chair, for the purpose of Election of Officers.

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

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

a) The elections shall be conducted in the following order:
   i. Election of the Chair, who shall be a Member appointed by a participating Municipality to the Authority
   ii. Election of the Vice-chair, who shall be Member appointed by a participating Municipality to the Authority.

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

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

d) Nominations shall be called three (3) times and the person making the nomination will be the mover, with no seconder required;

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

f) Each Member nominated shall be asked to accept the nomination, in the order they were nominated and after the nominations are closed. The Member must be present to accept the nomination unless the Member has advised the CAO/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 they were nominated.

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.

k) The ballots will be destroyed by the scrutineers.

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.

In the event of a vacancy, by death, resignation or otherwise, in the office of the Chair, or Vice Chair, the Board of Directors shall elect a person to fill the vacant position.

Appendix 5

Member Job Description

In 2015, the Nottawasaga Valley Conservation Authority received a *Service Delivery and Operational Review*. Recommendation 19 of this report suggested a Board Action Plan to strengthen Authority governance around three components:

i. General Membership role;
ii. General Membership set up, size and representation; and
iii. General Membership operation.

The consultant recommended that the Members adopt a Job Description covering the five key roles that the Board has specific responsibilities for:

i. NVCA strategic direction and implementation;
ii. Financial stewardship;
iii. Governance;
iv. Legislative compliance; and
v. Representation of member municipalities.

Specifically, the Board has responsibility for:

Strategic Direction

i. Formulating the NVCA's Strategic Plan – completing strategic visioning and long term planning;
ii. Setting implementation priorities in an approved Business Plan;
iii. Reviewing and approving NVCA policies.

Financial Stewardship

i. Establishing budget guidelines – both operating and capital;
ii. Approving the NVCA budget and NVCA Asset Management Plan;
iii. Monitoring the "big picture" budget progress;
iv. Controlling and safeguarding expenditures;
v. Appointing the external auditor and reviewing annual financial statements.

Human Resources

i. Selecting the Chief Administrative Officer and reviewing CAO performance;
ii. Receiving a Succession Management Plan for the Senior Management Team;
iii. Receiving the policy and program for the NVCA's Performance Management System.

Legislation

i. Monitoring compliance with federal and provincial legislation including the *Conservation Authorities Act*;
ii. Approving updated NVCA regulations and Bylaws;
iii. Tracking and influencing to the extent feasible, federal and provincial legislation impacting on NVCA.

Representing Member Municipalities

i. Members are reasonably expected to attend meetings, training and other Authority functions. It is understood that from time to time conflicts will occur which may result in occasional absences.
ii. Where possible Members are encouraged to attend social, cultural and special NVCA events and affairs. Representation at such events is important to staff and stakeholder groups we are involved with.
iii. From time to time, Members may be requested to represent the Authority at upper tier of government events and other Agencies and Commissions' functions with the Chair, Vice Chair or delegated NVCA spokesperson.
iv. Members shall accurately and adequately communicate the attitudes and decisions of the Authority, even if they don't agree with a decision reached on a particular matter showing respect for the democratic process; showing a sense of teamwork within the membership; and showing respect for the majority opinion of the Members.
v. Nothing in this Job Description is intended to prevent a Member from outlining their rationale for voting in a particular manner, which may have been contrary to a final Board decision. When so doing, the members shall be cautious not to make disparaging, accusatory or negative comments which calls into question the collective good faith decision of the Board.

Governance

i. Performing a Governance performance review on an annual basis.
ii. Ensuring Committees are operating effectively.
iii. Ensuring that Authority meetings are conducted in a professional, efficient and transparent manner – confidentiality is respected when required.
iv. Ensuring that the Board is ethical, prudent and legal in all of its duties.
v. Approving a Corporate Risk Assessment Plan.

Appendix 6

Template: Subsection 17(1.3) of the Conservation Authorities Act (CAA) Application for Minister's Exception (Chair and Vice-Chair Provisions)

Please complete the following table and submit to the Minister at minister.mnrf@ontario.ca, along with:

- a covering letter, and
- clear statement of the request from the authority membership through a resolution of the authority or from the council of the participating municipality through a council resolution (as applicable)
- meeting minutes and details of a recorded vote on that resolution.

Item	Details from Applicant
Name of participating municipality or conservation authority submitting application	

Composition of Authority:

Item	Details from Applicant
Total number of the authority membership	
Number of participating municipalities in the authority	
For each participating municipality, the number of appointed municipal council members and non-municipal council members	

Proposal Details:

Item	Details from Applicant
Statement of the request for an exception (e.g. seeking an exception under clause 17(1.3) (a), 17(1.3) (b) of the CAA or both etc.). (see Appendix for these legislative provisions)	
Which participating municipality(ies) does the candidate for chair and/or vice-chair represent(s).	
Whether the candidates for chair and/or vice-chair are members of municipal council or non-elected municipal appointees.	
Service time to date of the chair and/or vice-chair incumbents in the role whose terms are proposed to be extended.	

Item	Details from Applicant
Detailed rationale, including local circumstances, for the Minister to consider as to why an exception is needed.	

Appendix 7

Diversity, Equity, Inclusion, & Belonging Policy

Purpose and Commitment

The NVCA is committed to fostering, cultivating, and preserving a culture of equity, diversity, inclusion, and belonging. We embrace and encourage our employees' differences in age, color, disability, ethnicity, family or marital status, gender identity or expression, language, national origin, physical and mental ability, political affiliation, race, religion, sexual orientation, socio-economic status, veteran status, and other characteristics that make our employees unique. We believe we are stronger when we not only celebrate our many differences, values, and voices, but include them in practice. This means our organization will actively work to understand and remove barriers to equity and inclusion, be they systematic, physical, or otherwise. In addition, we are committed to ongoing learning and development in the areas of diversity, equity, and inclusion so that we can apply an "equity lens" in all areas of our business. Further, the NVCA will adhere to the *Ontario Human Rights Code* and the *Accessibility for Ontarians for Disabilities Act* at all times

Scope

This policy applies to all employees and representatives of the NVCA, across all levels and departments.

Definitions

The following definitions have been sourced directly from the Ontario Human Rights Code:

Cultural competence: an ability to interact effectively with people of different cultures, particularly in human resources, non-profit organizations, and government agencies whose employees work with persons from different cultural/ethnic backgrounds. Cultural competence has four components:

1. Awareness of one's own cultural worldview
2. Attitude towards cultural differences
3. Knowledge of different cultural practices and worldviews
4. Cross-cultural skills (developing cultural competence results in an ability to understand, communicate with and effectively interact with people across cultures.

Culturally competent organization: an organization that displays cultural competence, in both its systems and individual behaviour.

Diversity: the presence of a wide range of human qualities and attributes within an individual, group or organization. Diversity includes but not limited to, such factors as age, sex, race, ethnicity, physical and intellectual ability, religion, sexual orientation, educational background and expertise.

Equal opportunity: aims to ensure that all people have equal access, free of barriers, equal participation and equal benefit from whatever an organization has to offer. Note that equal opportunity extends beyond employment.

Equity: fairness, impartiality, even-handedness. A distinct process of recognizing differences within groups of individuals and using this understanding to achieve substantive equality in all aspects of a person's life.

Inclusion: appreciating and using our unique differences – strengths, talents, weaknesses and frailties – in a way that shows respect for the individual and ultimately creates a dynamic multi-dimensional organization.

Policy

At NVCA we strive to ensure all people are treated equally and to be a culturally competent organization. We value diversity and will continue to actively work to build a diverse workforce which is inclusive of people of various groups in terms of the definition of diversity above.

We believe in equal treatment and opportunity for employees. We will ensure the right to equal treatment is upheld in the areas of rate of pay, overtime, hours of work, holidays, benefits, shift work, discipline, performance evaluations, and advancement opportunities. Discrimination will not be tolerated.

Every person who works at NVCA has a responsibility to treat others with dignity and respect, and make sure all people feel included and have access to the same opportunities. We must actively strive to create an environment where all people are able to share their ideas, beliefs, and skills.

The organization is responsible for:

- Promoting a culture of respect, inclusion, and safety
- Examining its workforce and the various barriers (both physical and invisible) and biases (including unconscious) that are in place that work against equity, diversity, and inclusion and implementing strategies to overcome them such as:
    - Revising policies and procedures
    - Examining language and available supports
- Training staff members about the principles of equity, diversity, inclusion, and belonging and our policies
- Providing continuous learning opportunities to managers and employees
- Encouraging applications from people of various backgrounds
- Providing accommodation, upon request, at all stages of employment as required and to the point of undue hardship

Managers are responsible for:

- Leading by example
- Providing an open door so employees can voice any concerns or barriers they may be experiencing and acting on recommendations/concerns
- Providing support or accommodation to staff members as required
- Ensuring staff feel welcome and included
- Creating opportunities to ensure the ideas, talents and opinions of all team members are heard and that proper credit is given for ideas and accomplishments
- Being flexible such as allowing employees to observe various religious/spiritual practices or days of observance.

- Actively working to find ways to bring people together so they may share ideas and feel heard

Employees are responsible for:

- Complying with this policy
- Completing training as assigned
- Practicing respect and fostering inclusive behaviours

Policy Guidelines

1. Recruitment and Selection

Wherever possible we will:

- Post job positions to platforms that are barrier free, including those which target underrepresented groups
- Openly welcome and invite applications from persons with disabilities or those protected by the human rights code and provide accommodation during all stages of the recruitment and hiring process, upon request. We have statements to this effect in all job postings
- Train hiring managers about their own biases and how to utilize equitable hiring practices, including how to use an "equity lens" or "diversity lens" when recruiting
- Continue to utilize set interview questions based on the job description to help eliminate biases
- Ensure job posting focuses on essential requirements of the position

We are committed to hiring applicants on the basis of their individual merits such as their skills and knowledge.

2. Career Development and Advancement

- Equal access to training and development opportunities
- Mentorship programs that support all employees
- Regular review of promotion criteria and processes
- Clear communication of advancement opportunities

3. Workplace Culture and Environment (as part of our Corporate Culture Booklet)

- Zero tolerance for discrimination, harassment, or bullying
- Training for all employees
- Support for flexible work arrangements
- Accommodation of religious and cultural practices
- Celebration of diverse cultural events and observances through social committee

4. Communication and Education

- Regular updates and communications
- Mandatory DEIB training programs
- Resources for continuous learning
- Feedback mechanisms

5. Leadership Accountability

- Regular review of policies, initiatives and outcomes
- Active participation in DEIB initiatives

Complaint Resolution

Should an employee have a complaint, they are to go to the Director, Corporate Services to raise their concerns. They can also go to their manager, whom would then be responsible for going to the Director, Corporate Services.

There is protection from retaliation, similar to the harassment policy and will have the same investigation process as the harassment policy.

Consequences

Disciplinary action for violations of this Policy will take into consideration the nature and impact of the violations, and may include a verbal or written reprimand, suspension (with or without pay) or termination (with or without notice). Similarly, deliberate false accusations are of an equally serious nature and will also result in disciplinary action up to and including termination without notice for just cause.

Note, however, that an unproven allegation does not mean that unlawful discrimination and harassment did not occur or that there was a deliberate false allegation. It simply means that there is an insufficient evidentiary basis to proceed or that while the complainant may have genuinely had reason to believe that there was unlawful discrimination and harassment, investigation has not borne out the complaint.

Confidentiality of Complaints

The NVCA recognizes that employees may find it difficult to come forward with a complaint because of concerns of confidentiality. All complaints, as well as the names of parties involved, shall be treated as confidential. NVCA's obligation to conduct an investigation into the alleged complaint may require limited disclosure; therefore, confidentiality can be maintained only to the point at which it does not hinder the investigation, and all employees/witnesses will be cautioned about maintaining strict confidentiality.

No record of the complaint will be maintained in the employee file of the complainant. If there is a finding of improper conduct that results in disciplinary action, it will be reflected only on the employee file of the person who engaged in such conduct, in the same way as any other disciplinary action.

No Retaliation/Reprisal of Complaint

Retaliation or reprisals are prohibited against any employee who has complained under this Policy or has provided information regarding a complaint. Any retaliation or reprisals are subject to immediate corrective action, up to and including termination.

Any employee reporting alleged incidents can do so knowing that the matter will be treated confidentially and may be reported without fear of retaliation or reprisal.

Complaint Procedure:

Filing a complaint:

- If informal attempts at resolving the issue are not appropriate, or proving to be ineffective, a formal complaint may be filed. To file a formal complaint:
    - Inform your supervisor and/or the Director, Corporate Services. (Director, Corporate Services must be notified so Supervisor must do it if complainant wishes not to. If the complaint is about the Director, Corporate Services, the CAO is to be notified instead.)
    - Cooperate with those responsible for investigating the complaint.

Complaint Investigation

All formal complaints shall be investigated. The investigation process shall involve interviews of the complainant, the respondent and any witnesses named by either. Within fourteen (14) working days of the incident or notice thereof, the Director, Corporate Services and supervisor shall investigate the incident and prepare a written report of the investigation findings. The report shall be provided along with recommendations, if any, to the CAO/Secretary-Treasurer for action.

All complaints shall be handled in a confidential manner. Information concerning a complaint, or action taken as a result of the investigation, will not be released to anyone who is not involved with the investigation.

Review and Revision

This policy will be reviewed and updated as needed to ensure continued effectiveness and alignment with best practices and legislative requirements.

Compliance

This policy complies with:

- Ontario Human Rights Code
- Accessibility for Ontarians with Disabilities Act (AODA)
- Employment Equity Act
- Canadian Human Rights Act
- Other applicable federal and provincial legislation