



# By-Law No. 1

## Administration By-Law

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## Adoption / Document Revisions

Revision	Date (yyyy/mm/dd)	Description of Changes	Report	Adopted by Full Authority Resolution #
0	2018/08/29	Original Issue	IR-086-18	079-18
1	2019/03/27	Minor Amendments	IR-024-19	029-19
2	2020/04/15	Amendment to include virtual meetings during emergency	IR-034-20	036-20
3	2020/09/23	Amendment to include virtual meeting during non-emergency	IR-085-20	085-20
4	2021/12/08	Amendment to incorporate current governance practices and ensure compliance with the Conservation Authorities Act Phase 1 of the Regulation and minor housekeeping edits.	IR-115-21	110-21

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## List of Schedules

- A. Member Code of Conduct
- B. Member Conflict of Interest Policy
- C. Responsibilities of the Chair and Vice-Chair
- D. Responsibilities of the General Manager
- E. Procedure for Election of Officers
- F. Signing Authorities
- G. Terms of Reference for Advisory Boards and Committees
  - G-1 Budget Review Committee
  - G-2 Personnel Committee
- H. Records Retention Policy
- I. Electronic Participation during an Emergency

## **1 Purpose**

This by-law relates to the administration of the Cataraqui Region Conservation Authority (CRCA).

## 2 Definitions

“**Authority**” means the Cataraqui Region Conservation Authority.

“**Board**” means the Board of the Cataraqui Region Conservation Authority.

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

“**Chair**” means the Chairperson of the Board.

“**Employee**” means a person employed by the Authority.

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

“**General Manager**” means the senior Employee of the Authority. The General Manager is assigned the duties and responsibilities of the Secretary-Treasurer of the Authority.

“**Integrity Commissioner**” means an independent advisor, appointed by the Board, to which alleged breaches of by-laws and policies by Members may be referred for appropriate consideration and investigation.

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

“**Majority**” means half of the votes of the Members present and entitled to vote at a meeting, plus one.

“**Members**” means the appointed representatives of the Participating Municipalities, or an additional member appointed by the Minister from the agricultural sector.

“**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 Cataraqui Region Conservation Authority and shall include the Chair, Vice-Chair and General Manager.

**“Participating Municipality”** means the municipalities that are participating in the CRCA, which are:

- Township of Athens;
- City of Brockville;
- Township of Elizabethtown-Kitley;
- Township of Front of Yonge;
- Town of Gananoque;
- Town of Greater Napanee;
- City of Kingston;
- Township of Leeds and the Thousand Islands;
- Loyalist Township;
- Township of Rideau Lakes; and
- Township of South Frontenac.

**“Vice-Chair”** means the Vice-Chairperson of the Board.

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

### **3 Governance**

#### **3.1 Members**

##### **3.1.1 Appointments**

Participating Municipalities within the jurisdiction of the Cataraqui Region Conservation Authority shall appoint Members in accordance with Section 14 of the Act. The members of the Board are the appointed representatives of the Participating Municipalities. An additional member may be appointed to the authority by the Minister as a representative of the agricultural sector.

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 members of the municipal council or apply to the Minister for permission to appoint less than this percent. Additional appointees may include citizens as well as an additional member who may be appointed by the Minister as a representative of the agricultural sector.

##### **3.1.2 Term of Member Appointments**

A Member shall be appointed for a term of up to four years at the discretion of the appointing participating municipality; such term beginning at the first meeting of the Authority following the appointment of the member and ending immediately before the first meeting of the Authority following the appointment of the member's replacement.

The General Manager 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 the member's replacement.

A Member is eligible for reappointment.

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

##### **3.1.3 Powers of the Board**

The Board may, by resolution:

- a) Approve the creation of committees and/or advisory boards, the members thereof and the terms of reference for these committees and/or advisory boards;

- b) Appoint a General Manager;
- c) Terminate the services of the General Manager;
- d) Approve establishing and implementing regulations, policies and programs;
- e) Award contracts or agreements where the approval of the Authority is required under the Authority's Procurement Policy;
- f) Approve the annual operating and capital budget of the Authority, and the levies to be paid by the Participating Municipalities;
- g) Receive and approve the Financial Statements and Report of the Auditor for the preceding year;
- h) Authorize the borrowing of funds on the promissory note of the Authority in accordance with subsection 3(5) of the Act;
- i) Approve any proposed acquisition of land or disposition of land, subject to the requirements under the Act,;
- j) Hold 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; and,
- k) For the purposes of accomplishing its objectives, the Authority has power as set out in the Act.

#### 3.1.4 Member Accountability

Members have the fiduciary duties and responsibilities of directors of a corporation.

All Members have the responsibility to be guided by and adhere to the Member Code of Conduct (Schedule 'A') and Member Conflict of Interest Policy (Schedule 'B'), as adopted by the Authority.

Members are responsible for:

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

#### 3.1.5 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*

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

### 3.1.6 Relationship Between Members and Employees

The Board relies on the General Manager to manage the operations of the organization, including all Employees of the Authority. The General Manager is accountable to the Board, working cooperatively to achieve the goals established by the Board. The Board may authorize the General Manager to delegate authorities to other Employees, as identified in Schedule 'F' (Signing Authorities).

The Board will ensure that a process exists for regular performance evaluations of the General Manager.

### 3.2 **Officers**

The responsibilities of the Officers of the Board are outlined in Schedules 'C' (Chair and Vice-Chair), and 'D' (General Manager).

### 3.3 **Maximum Term for Chair**

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

### 3.4 **Absence of Chair and Vice-Chair**

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

### 3.5 **Election of Chair and Vice-Chair**

The election of the Chair and Vice-Chair shall be held at the Annual General Meeting in accordance with the Board's Election Procedures (Schedule 'E').

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.

### **3.6 Appointment of Solicitor**

The Board shall by resolution from time to time appoint a qualified firm to act as the Authority's solicitor, in accordance with CRCA's procurement policy.

### **3.7 Appointment of Financial Institution**

The Board shall by resolution from time to time appoint a financial institution to act as the Authority's banker, in accordance with CRCA's procurement policy.

### **3.8 Appointment of Auditor**

The Board shall by resolution from time to time appoint a qualified firm to act as the Authority's financial auditor, in accordance with the *Conservation Authorities Act* and CRCA's procurement policy.

### **3.9 Financial Statement and Report of the Auditor**

The Board shall receive and approve the Audited Financial Statements and Report of the Auditor for the previous year in a timely manner in accordance with the *Conservation Authorities Act*.

### **3.10 Borrowing Resolution**

The Authority shall establish a borrowing resolution and such resolution shall be in force until it is superseded by another borrowing resolution.

### **3.11 Signing Officers**

All deeds, transfers, assignments, contracts, and obligations entered into by the Authority shall be signed by the signing officers of the Authority, as indicated in Schedule 'F' (Signing Authorities).

Any signing authority that was authorized by any previous Administration Regulation or By-Law, or via a previous resolution of the Board, is superseded by this by-law.

### **3.12 Advisory Boards and Other Committees**

The Board shall establish such advisory boards as required by regulation and may establish such other advisory boards or committees as it considers appropriate to study and report on specific matters.

The Board shall approve the terms of reference for all such advisory boards and committees. Terms of reference for the current advisory boards and committees are outlined in Schedules 'G-1' and 'G-2' to this by-law.

Resolutions and policies governing the conduct of the Board's business shall be observed in all advisory board and committee meetings.

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

### **3.13 Remuneration of Members**

There shall be an honorarium for the Chair as compensation for their additional responsibilities.

Members may be reimbursed for reasonable expenses incurred to attend Authority meetings and functions on behalf of the Authority at the current CRCA approved rate.

### **3.14 Records Retention**

The Authority shall keep full and accurate records regarding its meetings, finances, Employees and operations in accordance with applicable legislation and its Records Retention Policy (Schedule 'H'), and shall make records available to the public, subject to the requirements of the *Municipal Freedom of Information and Protection of Privacy Act* (MFIPPA).

### **3.15 By-Law Review**

The Board may from time to time amend this By-Law to remain current with the law and best practices.

### **3.16 Enforcement of By-Laws and Policies**

The Members shall respect and adhere to all applicable by-laws and policies.

Should a Member breach a by-law or policy, they shall advise the Chair in writing, with a copy to the General Manager, as soon as possible after the breach.

Should a Member allege that another Member has breached a by-law or policy, the said breach shall be communicated to the Chair in writing, with a copy to the General Manager. 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 in writing, with a copy to the General Manager.

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

Any breach, or alleged breach, of a by-law or policy shall be referred by the General Manager to CRCA's Integrity Commissioner. CRCA and its Integrity Commissioner shall undertake related investigations in a manner that is consistent with Section 223 of the *Municipal Act*. The Integrity Commissioner shall report their findings to the Board, in writing, including the results of their investigation (if warranted) and recommended sanctions (if any).

### **3.17 Indemnification of Members, Officers and Employees**

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

- a) such Member, Officer or Employee acted honestly, in good faith with a view to the best interests of the Authority and within the scope of such Member's, Officer's or Employee's duties and responsibilities; and,
- b) 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.

The decision of the Authority to indemnify shall be made in the sole discretion of the Authority and shall not be reviewable or subject to appeal.

### 3.18 Indemnification of Integrity Commissioner

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

- a) the Integrity Commissioner acted honestly, in good faith with a view to the best interests of the Authority and within the scope of their contracted duties and responsibilities; and,
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty that the Integrity Commissioner had reasonable grounds for believing that the conduct was lawful.

The decision of the Authority to indemnify shall be made in the sole discretion of the Authority and shall not be reviewable or subject to appeal.

## 4 Meeting Procedures

The meeting procedures below governing the procedure of the Board shall be observed in advisory board and committee meetings, as far as they are applicable.

### 4.1 Rules of Procedure

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

The Board may choose to conduct its business as a committee of the whole.

### 4.2 Electronic Participation

#### 4.2.1 Electronic Participation During an Emergency

Under Section 4 or 7.0.1 of the *Emergency Management and Civil Protection Act*, during any period where an emergency has been declared to exist within the Authority's jurisdiction, that may prevent Members from meeting in person, the following applies:

- a) A Member may participate in virtual meetings open to the public to the intent and in the manner set out in this By-Law and shall have the ability to:
  - Register a vote;
  - Be counted towards determining quorum; and
  - Participate in meeting closed to the public
- b) Any date or timeline requirement established under any section of this By-Law shall be postponed until such time as the General Membership can reasonably address the issue
- c) 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 such hearing or appeal
- d) The Authority shall to the best of its ability implement best practices to make meetings of the Authority open to the public and provide alternative means for public participation electronically in accordance with Subsection 15(3) of the *Conservation Authorities Act*

All procedures and responsibilities for Member electronic participation in meetings during an emergency declaration are outlined in Emergency Meeting Procedures (Schedule 'I'), as adopted by the Authority.

#### 4.2.2 Electronic Participation During Non-Emergency

- a) Any meeting of the Board may be undertaken electronically outside of a declared state of emergency and must follow procedures outlined in this By-Law.
- b) A Member may participate in virtual meetings open to the public to the intent and in the manner set out in this By-Law and shall have the ability to:
  - Register a vote;
  - Be counted towards determining quorum; and
  - Participate in meeting closed to the public
- c) For electronic hearings, Cataraqui Conservation Hearing Procedures must be followed in compliance with this By-Law.

#### 4.3 Notice of Meeting

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

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

All material and correspondence to be dealt with by the Board at a meeting will be submitted to the General Manager at least ten calendar days in advance of the meeting where it is to be dealt with, if it is to be included in the published agenda, or at least two days if it is to be introduced at the meeting.

The Chair may, at their pleasure, call a special meeting of the Board as necessary with at least five calendar days notice in writing or electronic mail. That notice shall state the business of the special meeting and only that business shall be considered at that special meeting. Any member, with 50% support of the other members, may also request the Chair to call a meeting of the Board and the Chair will not refuse.

The Chair or the General Manager, may, by notice in writing or electronic mail delivered to the members so as to be received by them at least 24 hours before the hour appointed for the meeting, postpone or cancel any meeting of an Advisory Board or other committee until the next scheduled date for the specific Advisory Board or committee affected.

The Chair or General Manager 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. Postponement shall not be for any longer than the next regularly scheduled meeting date.

#### **4.4 Meetings Open to Public**

All meetings shall be open to the public, except as specified below.

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

#### **4.5 Agenda for Meetings**

The General Manager, in consultation with the Chair, shall prepare an agenda for all regular meetings of the Board that shall include, but not necessarily be limited to, the following headings:

1. Roll Call
2. Adoption of Agenda
3. Declaration of Conflict of Interest
4. Delegation / Presentation
5. Approval of Previous Minutes
6. Business Arising
7. Items For Consideration
8. Minutes
9. Committee Reports
10. Announcements or Inquiries / Information
11. Motions / Notice of Motion
12. In Camera Session
13. Adjournment

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

Agendas for meetings shall be forwarded to all Members at least seven calendar days in advance of the meeting. Such agendas shall be made available to the public on the Authority's website at the same time, unless the meeting is closed to the public in accordance with this By-Law. Such agendas shall also be

available in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

#### **4.6 Quorum**

At any meeting of the Board, a quorum consists of one-half of the Members. At any advisory board or committee meeting, a quorum consists of one-half of the Members of the advisory board or committee.

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

If during a meeting a quorum is lost, then the Chair shall declare that the meeting shall stand recessed or adjourned, until the date of the next regular meeting or other meeting called in accordance with the provisions of this By-Law.

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

#### **4.7 Members' Attendance**

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

A Member who has been absent for three (3) consecutive Board meetings and who has not provided notice of their absence to the Chair or General Manager shall be deemed to have resigned.

Upon a vacancy due to the death, incapacity or resignation of a Member, the municipality that was represented by that Member may appoint a replacement.

If a Member is unable to attend any meeting and wishes to bring any additional information or opinion pertaining to an agenda item to the Board, the Member shall address in writing or electronic mail to the Chair or General Manager such correspondence prior to the start of the meeting. The correspondence shall be read aloud by the Chair.

#### 4.8 **Delegations**

Any person or organization who wishes to address the Board may make a request in writing or electronic mail to the General Manager. The request should include a brief statement of the issue or matter involved and indicate the name of the proposed speaker(s). If such request is received 14 days in advance of a scheduled meeting, the General Manager may list the delegation on the published agenda.

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

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

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

#### 4.9 **Annual General Meeting**

One meeting of the Board prior to March 31<sup>st</sup> each year shall be designated as the Annual General Meeting. In addition to the Board's routine business, the following items shall be included on the agenda:

- a) Election of Officers; and
- b) Appointment of Members to advisory boards and committees.

#### 4.10 **Meetings with Closed "In Camera" Sessions**

Every meeting of the Board, advisory boards and committees shall be open to the public, subject to the exceptions set out below.

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

- a) The security of the property of the Authority;
- b) Personal matters about an identifiable individual, including Employees of the Authority;

- c) A proposed or pending acquisition or disposition of land by the Authority;
- d) Labour relations or Employee negotiations;
- e) Litigation or potential litigation, including matters before administrative tribunals (e.g. Ontario Land Tribunal), affecting the Authority;
- f) Advice that is subject to solicitor-client privilege;
- g) A matter in respect of which the Board, advisory board or committee may hold a closed meeting under another act;
- h) information explicitly supplied in confidence to the Authority by Canada, a province or territory or a Crown agency of any of them;
- i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the Authority, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
- j) a trade secret or scientific, technical, commercial or financial information that belongs to the Authority and has monetary value or potential monetary value; or
- k) a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Authority.

The Board shall close a meeting if the subject matter relates to the consideration of a request under MFIPPA. The General Manager is the head of an institution for the purposes of MFIPPA.

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

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

- a) the meeting meets the criteria outlined in this By-Law to be closed to the public; and
- b) the vote is for a procedural matter or for giving directions or instructions to Officers, Employees or agents of Authority.

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

A meeting may also be closed to the public if:

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

#### 4.11 Voting

Each Member including the Chair is entitled to one vote.

Where a member has been appointed by the Minister as a representative of the agricultural sector, the member shall have limitations on voting as outlined in the *Conservation Authorities Act*.

A majority vote of the Members present at any meeting is required upon all matters coming before the meeting.

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

On a tie vote, the motion is lost.

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

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

If a member present at a meeting at the time of the vote requests immediately before or after the taking of the vote that the vote be recorded, each member present taken, by alphabetical surname with the Chair voting last, except a member who is disqualified from voting by any Act, shall announce the member's vote openly answering "yes" or "no" to the question, and the recording secretary shall record each vote.

At the meeting of the Board at which the Non-Matching Levy is to be approved, the recording secretary shall conduct the vote to approve of Non-Matching Levy by a Weighted Majority of the Members present and eligible to vote, in accordance with Ontario Regulation 139/96.

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

Except as provided in Schedule 'E' to this By-Law (Election of Officers), no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

#### **4.12 Notice of Motion**

Written notice of motion may be given to the General Manager by any Member of the Board not less than ten calendar days prior to the date and time of the meeting and shall be forthwith placed on the agenda of the next meeting. The General Manager shall include such notice of motion in full in the agenda for the meeting concerned.

Recommendations included in reports of advisory boards or committees or staff reports that have been included in an agenda for a meeting of the Board shall constitute notice of motion for that meeting.

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

#### **4.13 Motion to Reconsider**

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

#### **4.14 Duties of the Meeting Chair**

It shall be the duty of the meeting Chair, to:

- a) Preserve order and decide all questions of order, subject to appeal; and without argument or comment, state the rule applicable to any point of order if called upon to do so;
- b) Ensure that the public in attendance does not in any way interfere or disrupt the proceedings of the Members;
- c) Receive and submit to a vote all motions presented by the Members, which do not contravene the rules of order or regulations of the Authority;

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

#### 4.15 **Polls**

Polls of members may be undertaken for items of business considered to be urgent or an emergency and where it is considered impractical to convene a special meeting. Such polls may be conducted via conferencing methods (e.g. teleconference) or individual notices (e.g. electronic survey methods).

#### 4.16 **Minutes of Meetings**

The General Manager shall undertake to have a recording secretary in attendance at meetings of the Board and each advisory board or committee. The recording secretary shall make a record in the form of minutes of the meeting proceedings and in particular shall record all motions considered at the meeting.

If a recording secretary is not present in a closed session, the General Manager shall take notes of any direction provided, for endorsement by the Chair. Minutes of all meetings shall include the date, time and place of the meeting and a list of those present and shall state all motions presented together with the mover and seconder and voting results.

The draft minutes of the previous meeting shall be posted on the Authority's website within 30 days of the meeting and distributed to each member of the Board as part of the next meeting agenda.

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



**CATARAQUI REGION  
CONSERVATION AUTHORITY**

**MEMBER CODE OF  
CONDUCT**

**SCHEDULE 'A'  
TO  
BY-LAW NO. 1  
ADMINISTRATION BY-LAW**

<b>Document No.</b>	By-law No. 1 Schedule 'A'	<b>Rev.</b>	0
<b>Prepared by:</b>	Rob McRae, MCIP, RPP	<b>Date:</b>	2018/08/29 (yyyy/mm/dd)
	Manager, Corporate Services		

Document Revisions

<b>Schedule Revision</b>	<b>Date</b> (yyyy/mm/dd)	<b>Description of Changes</b>	<b>Report</b>	<b>Adopted by Full Authority Resolution #</b>
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## **1 GENERAL**

The Members of the Board of the Cataraqui Region Conservation Authority are committed to a culture of ethical conduct, respect and integrity.

All Members are expected to conduct themselves in a manner that reflects positively on the Authority.

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

It is expected that Members shall adhere to this code of conduct, and at a minimum:

- a) uphold the mandate, vision and mission of the Authority;
- b) consider the Authority's jurisdiction in its entirety, including their appointing municipality;
- c) respect confidentiality;
- d) approach all Authority issues with an open mind, with consideration for the organization as a whole;
- e) respect the democratic process and respect decisions of the Board;
- f) declare any direct or indirect pecuniary interest or conflict of interest when one exists or may exist; and
- g) conduct oneself in a manner which reflects respect and professional courtesy and does not use offensive language in or against the Authority or against any Member, Employee or member of the public.

## **2 GIFTS AND BENEFITS**

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

### **3 CONFIDENTIALITY**

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

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

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

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

In the instance where a member vacates their position on the Board they will continue to be bound by MFIPPA requirements and shall continue to treat as confidential all confidential information received during the course of their duties.

### **4 USE OF AUTHORITY PROPERTY**

No Member shall use for personal purposes any Authority property, equipment, supplies, or services other than for purposes connected with the discharge of their duties as a Member of the Board.

### **5 WORK OF A POLITICAL NATURE**

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

**6 CONDUCT AT MEETINGS**

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

**7 INFLUENCE ON STAFF**

Members shall be respectful of the fact that staff work for the Authority as a whole and are charged with making recommendations that reflect their professional expertise and corporate perspective. No individual Member shall direct a member of staff.

**8 BUSINESS RELATIONS**

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

**9 ENCOURAGEMENT OF RESPECT FOR THE AUTHORITY AND ITS REGULATIONS**

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

**10 HARASSMENT**

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

**11 APPROVALS**

The following resolution was passed at the Board meeting of August 29, 2018:

**Resolution 079-18**

**Moved by:** Bert Herfst  
**Seconded by:** Max Kaiser

**THAT** Report IR-086-18, Administration By-law, BE RECEIVED;

**THAT** the Part '2' Administration Procedure of the Cataraqui Region Conservation Authority, BE REPEALED; and,

**THAT** Cataraqui Region Conservation Authority By-law NO. 1 (Administration By-law) and Schedules 'A', 'B', 'G-1' and 'G-2', BE ADOPTED, AS AMENDED.

**CARRIED**



**CATARAQUI REGION  
CONSERVATION AUTHORITY**

**MEMBER CONFLICT OF  
INTEREST POLICY**

**SCHEDULE 'B'  
TO  
BY-LAW NO. 1  
ADMINISTRATION BY-LAW**

<b>Document No.</b>	By-law No. 1 Schedule 'B'	<b>Rev.</b>	0
<b>Prepared by:</b>	Rob McRae, MCIP, RPP	<b>Date:</b>	2018/08/29 (yyyy/mm/dd)
	Manager, Corporate Services		

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## 1 DEFINITION AND INTERPRETATION

A conflict of interest refers to situations in which personal, occupational or financial considerations may affect, or appear to affect, the objectivity, judgement or ability of a Member to act in the best interests of the Authority. A conflict of interest may be real, potential or perceived.

The Members of the Board of the Cataraqui Region Conservation Authority commit to conducting themselves in an ethical, businesslike, and lawful manner, consistent with the Member Code of Conduct. Accordingly, Members shall avoid or disclose both pecuniary and personal conflicts of interest.

For purposes of this policy, a pecuniary interest, direct or indirect, of a Family Member of the Member shall be deemed to also be the pecuniary interest of the Member. A Member shall declare a conflict of interest where they or their Family Member has a pecuniary interest in a matter and shall take all of the actions prescribed in the *Municipal Conflict of Interest Act* as if the Act applied to that interest. For purposes of this policy, a Family Member includes the Member's:

- a) Spouse;
- b) Child, including a child born within or outside of marriage and includes an adopted child and a person to whom the Member has demonstrated a settled intention to treat as a child of his or her family;
- c) Parent;
- d) Sibling, whether by birth, marriage or adoption;
- e) Grandchild, grandparent, aunt, uncle, niece or nephew;
- f) Parent-in-law; and
- g) Any person who lives with the Member on a permanent basis.

In addition to pecuniary interests, Members must perform their duties impartially, such that an objective, reasonable observer would conclude that the Member is exercising their duties objectively and without undue influence. Each Member shall govern their actions using the following as a guide:

- a) in making decisions, always place the interests of the Authority first and, in particular, place those interests before your personal interests and the interests of other Members, staff, friends, business colleagues or Family Members;
- b) interpret the phrase "conflict of interest" broadly and with the objective of making decisions impartially and objectively;
- c) if there is doubt about whether or not a conflict exists, seek legal advice;

- d) do not make decisions that create an obligation to any other person who will benefit from the decision;
- e) do not make decisions or attempt to influence any other person for the purpose of benefitting yourself, other Members, Staff, friends, business colleagues or Family Members, or any organization that might indirectly benefit such individuals;
- f) do not put yourself in the position where a decision would give preferential treatment to other Members, Staff, friends, business colleagues or Family Members, or any organization that might indirectly benefit such individuals; and
- g) do not promise or hold out the prospect of future advantage through your influence in return for a direct or indirect personal interest.

## **2 MUNICIPAL CONFLICT OF INTEREST ACT**

The Members of the Board are bound by the *Municipal Conflict of Interest Act*. They should review the provisions of the *Act* on a regular basis.

## **3 DISCLOSURE OF PECUNIARY INTEREST**

Where a Member, either on their own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any material contract or material transaction of the Authority, and is present at a meeting of the Authority, advisory board 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; and
- c) shall not attempt in any way to influence the voting on any such question.

**4 CHAIR'S CONFLICT OF 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.

**5 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.

**6 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, advisory board or committee, as the case may be, attended by them after the particular meeting.

**7 DISCLOSURE RECORDED IN MINUTES**

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

**8 APPROVALS**

The following resolution was passed at the Board meeting of August 29, 2018:

**Resolution 079-18**

**Moved by:** Bert Herfst  
**Seconded by:** Max Kaiser

**THAT** Report IR-086-18, Administration By-law, BE RECEIVED;

**THAT** the Part '2' Administration Procedure of the Cataraqui Region Conservation Authority, BE REPEALED; and,

**THAT** Cataraqui Region Conservation Authority By-law NO. 1 (Administration By-law) and Schedules 'A', 'B', 'G-1' and 'G-2', BE ADOPTED, AS AMENDED.

**CARRIED**



**CATARAQUI REGION  
CONSERVATION AUTHORITY**

**RESPONSIBILITIES OF THE  
CHAIR AND VICE-CHAIR**

**SCHEDULE 'C'  
TO  
BY-LAW NO. 1  
ADMINISTRATION BY-LAW**

<b>Document No.</b>	By-Law No. 1 Schedule 'C'	<b>Rev.</b>	0
<b>Prepared by:</b>	Rob McRae, MCIP, RPP	<b>Date:</b>	2019/03/27
	Manager, Corporate Services		

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<b>Schedule Revision</b>	<b>Date</b> (yyyy/mm/dd)	<b>Description of Changes</b>	<b>Report</b>	<b>Adopted by Full Authority Resolution #</b>
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## **1 GENERAL**

The Chair and Vice-Chair are Officers of the Cataraqui Region Conservation Authority (CRCA), elected from among the Members of the Board. The Chair and Vice-Chair take active, leadership roles in the organization, and assist the General Manager to respond to direction from the Board.

## **2 RESPONSIBILITIES OF THE CHAIR**

The Chair of the Cataraqui Region Conservation Authority:

- a) Is a Member of the Cataraqui Region Conservation Authority;
- b) Presides at all meetings of the Board;
- c) Calls special meetings if necessary;
- d) Is an *ex-officio* member of all CRCA standing committees;
- e) Represents CRCA as the primary voting delegate to the Conservation Ontario Council;
- f) Acts as a public spokesperson on behalf of the Board;
- g) Serves as signing officer for the Conservation Authority;
- h) Ensures relevant information and policies are brought to the Authority's attention;
- i) Keeps the Board apprised of significant issues in a timely fashion; and,
- j) Performs other duties when directed to do so by resolution of the Conservation Authority.

### 3 RESPONSIBILITIES OF THE VICE-CHAIR

The Vice-Chair of the Cataraqui Region Conservation Authority:

- a) Is a Member of the Cataraqui Region Conservation Authority;
- b) Attends all meetings of the Board;
- c) Is an *ex-officio* member of all CRCA standing committees;
- d) Represents CRCA as the first alternate voting delegate to the Conservation Ontario Council, in absence of the CRCA Chair;
- e) Carries out assignments as requested by the Chair;
- f) 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;
- g) Serves as a signing officer for the Conservation Authority.

#### **4 APPROVALS**

The following resolution was passed at the Board meeting of March 27, 2019:

**Resolution: 029-19**

Moved by: Bert Herfst  
Seconded by: Paul McAuley

**THAT** Report IR-024-19, Administration By-Law – Amendments, BE RECEIVED;

**THAT** Revision 0 of Cataraqui Region Conservation Authority By-Law No. 1 (Administration By-Law), BE REPEALED, and Revision 1 of Cataraqui Region Conservation Authority By-Law No. 1 (Administration By-Law), BE ADOPTED; and,

**THAT** Schedules 'C', 'D', 'E', and 'F' to Cataraqui Region Conservation Authority By-Law No. 1 (Administration By-Law), BE ADOPTED.

**CARRIED**



**CATARAQUI REGION  
CONSERVATION AUTHORITY**

**RESPONSIBILITIES OF  
THE GENERAL MANAGER**

**SCHEDULE 'D'  
TO  
BY-LAW NO. 1  
ADMINISTRATION BY-LAW**

<b>Document No.</b>	By-Law No. 1 Schedule 'D'	<b>Rev.</b>	1
<b>Prepared by:</b>	Rob McRae, MCIP, RPP	<b>Date:</b>	2019/10/23
	Manager, Corporate Services		

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1	2019/10/23	Identification of incumbent General Manager	IR-080-19	094-19

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## 1 GENERAL

The General Manager is an Officer of the Cataraqui Region Conservation Authority (CRCA) and its most senior Employee. The General Manager reports directly to the Board and leads the senior management team.

## 2 INCUMBENT GENERAL MANAGER

The current General Manager of the Cataraqui Region Conservation Authority is Geoff Rae, MBA, P.Eng.

Effective January 1, 2020, the General Manager will be Katrina Furlanetto, M.Env.Sc.

## 3 RESPONSIBILITIES OF THE GENERAL MANAGER

The General Manager leads efforts to achieve the Conservation Authority's vision and mission and must demonstrate its values. The position is responsible for corporate performance and directs all administration, financial, technical and field operations.

The General Manager of the Cataraqui Region Conservation Authority:

- a) leads management staff which includes hiring, training, coaching, motivating, developing and managing the performance of staff, and the development of succession plans;
  - b) develops and oversees the Conservation Authority's budget which includes anticipating budget variances, and recommendations to deal with same, and fulfills the requirements of the Secretary-Treasurer as defined in the *Conservation Authorities Act*;
  - c) leads the development of long-term strategic plans, and oversee the development and execution of annual operational objectives and budgets;
  - d) ensures the continuing quality of programs and service delivery;
  - e) seeks opportunities and, as necessary, coordinates efforts to secure alternative funding for departmental activities;
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- 
- f) ensures the appropriate collection, analysis and maintenance of information which is often complex, sensitive and confidential;
  - g) Provides strategic policy, financial and operational planning advice to the Board;
  - h) Builds strong relationships with the Board, municipalities and community partners;
  - i) Provides strong communication internally and externally to advance the Conservation Authority;
  - j) Represents CRCA as the second alternate voting delegate to the Conservation Ontario Council, in absence of the CRCA Chair and Vice-Chair; and,
  - k) Is the custodian of the Corporate Seal.

#### **4 APPROVALS**

The following resolution was passed at the Board meeting of October 23, 2019:

**Resolution: 094-19**

Moved by: Al Hanes  
Seconded by: Paul McAuley

**THAT** Report IR-080-19, Administration By-Law – Amendments to Schedules 'D' and 'F', BE RECEIVED; and,

**THAT** Revision 0 of Schedules 'D' and 'F' to Cataraqui Region Conservation Authority By-Law No. 1 (Administration By-Law), BE REPEALED, and Revision 1 of Schedules 'D' and 'F' to Cataraqui Region Conservation Authority By-Law No. 1 (Administration By-Law), BE ADOPTED.

**CARRIED**



**CATARAQUI REGION  
CONSERVATION AUTHORITY**

# **ELECTION OF OFFICERS**

**SCHEDULE 'E'  
TO  
BY-LAW NO. 1  
ADMINISTRATION BY-LAW**

<b>Document No.</b>	By-Law No. 1 Schedule 'E'	<b>Rev.</b>	0
<b>Prepared by:</b>	Rob McRae, MCIP, RPP	<b>Date:</b>	2019/03/27
	Manager, Corporate Services		

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**1 ELECTION OF CHAIR AND VICE-CHAIR**

A Chair and a Vice-Chair shall be elected from among the Members of the Conservation Authority, at the Annual General Meeting, for terms of one year.

**2 ACTING CHAIR**

At the appropriate time during the Annual General Meeting, the Board shall appoint the General Manager, or another person who is not a voting Member, as Acting Chair for the purpose of conducting the election.

**3 CONFIRMATION OF APPROACH**

The Acting Chair shall canvass the Board members present to confirm a preferred approach for the election of a Chair and Vice-Chair. If there is unanimous support for an open approach without the use of ballots, then the procedures in Section 4 below shall be followed. Otherwise, the procedures in Section 5 below shall be followed.

**4 PROCEDURES FOR OPEN ELECTION**

The elections shall be conducted in the following order:

- i. Election of the Chair; and,
- ii. Election of the Vice-Chair.

Each election that is conducted under this Section shall proceed as follows:

- a) The Acting Chair shall call three (3) times for nominations for the position. A nominated Member must either be present to accept the nomination or have advised the General Manager in writing in advance of the election of their willingness to accept the nomination;
- b) The Acting Chair shall declare that nominations for the position are closed;

- c) The Members shall acknowledge the nominee(s) and by consensus identify one candidate for the position.

If the Members do not by consensus identify one preferred candidate for a position, then the Acting Chair shall facilitate an election for that position under Section 5.

When both elections have been completed, the Acting Chair shall invite the Members to confirm the election of the candidates per Section 6.

## **5 PROCEDURES FOR ELECTION BY BALLOT**

The Acting Chair shall call a motion for the appointment of one or more persons, who are not Members or Employees of the Conservation Authority, to act as scrutineers.

The elections shall be conducted in the following order:

- iii. Election of the Chair; and,
- iv. Election of the Vice-Chair.

Each election that is conducted under this Section shall proceed as follows:

- a) The Acting Chair shall call for nominations to the position;
- b) Nominations shall be called three (3) times and shall only require a mover;
- c) The closing of nominations shall require both a mover and a seconder;
- d) Each Member nominated shall be asked to accept the nomination. The Member must either be present to accept the nomination or have advised the General Manager in writing in advance of the election of their willingness to accept the nomination;
- e) If there is one nominee, then the individual shall be declared into the position by acclamation;

- f) If there are two or more nominees:
- Each nominee shall be permitted not more than three (3) minutes to speak for the office, in the order of the alphabetical listing by surnames;
  - Voting shall be by secret ballot and no Members may vote by proxy;
  - Ballots shall be distributed to the Members by the scrutineers and the Acting Chair shall ask the Members to write the name of one individual only on the ballot;
  - The scrutineers shall collect the ballots, leave the meeting room to count the ballots, return and advise the Acting Chair of the outcome;
  - 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, then 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, then new ballots shall be distributed, and a second vote held. Should there still be a tie after the second ballot, then 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;
- g) All ballots shall be destroyed by the scrutineers once the election has been completed.

When both elections have been completed, the Acting Chair shall invite the Members to confirm the election of the candidate(s) per Section 6.

**6 CONFIRMATION BY RESOLUTION**

The election of the Chair and Vice-Chair shall be confirmed by resolution of the Board.

**7 APPROVALS**

The following resolution was passed at the Board meeting of March 27, 2019:

**Resolution: 029-19**

Moved by: Bert Herfst  
Seconded by: Paul McAuley

**THAT** Report IR-024-19, Administration By-Law – Amendments, BE RECEIVED;

**THAT** Revision 0 of Cataraqui Region Conservation Authority By-Law No. 1 (Administration By-Law), BE REPEALED, and Revision 1 of Cataraqui Region Conservation Authority By-Law No. 1 (Administration By-Law), BE ADOPTED; and,

**THAT** Schedules 'C', 'D', 'E', and 'F' to Cataraqui Region Conservation Authority By-Law No. 1 (Administration By-Law), BE ADOPTED.

**CARRIED**



**CATARAQUI REGION  
CONSERVATION AUTHORITY**

# **SIGNING AUTHORITIES**

**SCHEDULE 'F'  
TO  
BY-LAW NO. 1  
ADMINISTRATION BY-LAW**

<b>Document No.</b>	By-law No. 1 Schedule 'F'	<b>Rev.</b>	1
<b>Prepared by:</b>	Rob McRae, MCIP, RPP	<b>Date:</b>	2019/10/23
	Manager, Corporate Services		

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1	2019/10/23	Updates to reflect organizational chart	IR-080-19	094-19

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## **1 GENERAL**

All deeds, transfers, assignments, contracts, and obligations entered into by the Cataraqui Region Conservation Authority (CRCA) shall be signed by the signing officers of the Conservation Authority.

The signing officers shall be the Officers of the Conservation Authority (Chair, Vice-Chair, and General Manager) and the staff positions that are granted signing authorities in accordance with this Schedule. This Schedule may be amended from time to time.

Except as indicated in this Schedule, and subject to direction from the applicable Manager or Supervisor, all staff may issue and sign routine correspondence associated with their job functions.

## **2 ACTING GENERAL MANAGER**

An Acting General Manager may be appointed under the following circumstances:

- a) The Board may appoint an Acting General Manager to ensure business continuity upon the death, incapacity to act, absence or resignation of a General Manager. Such appointments shall be made in writing and communicated to the CRCA staff.
- b) The General Manager may appoint an Acting General Manager to ensure business continuity during vacation periods or other extended absences from work. Such appointments shall be made in writing and communicated to the Board and staff.

An Acting General Manager is vested with all of the signing authorities of the General Manager. Accordingly, references to "General Manager" in this Schedule shall also mean "Acting General Manager". An Acting General Manager shall exercise judgement when binding the Conservation Authority and shall confer with the Board on substantial matters of consequence.

### **3 ACTING MANAGERS**

An Acting Manager may be appointed under the following circumstances:

- a) The General Manager may appoint an Acting Manager as required. Such appointments shall be made in writing and communicated to the staff.
- b) A Manager may identify an Acting Manager to ensure business continuity during vacation periods or other extended absences from work. Such arrangements shall be confirmed in writing and communicated to the General Manager and relevant staff.

An Acting Manager is vested with all of the signing authorities of the Manager. Accordingly, references to a “Manager” in this Schedule shall also mean “Acting Manager”. An Acting Manager shall exercise judgement when binding the Conservation Authority and shall confer with the General Manager on substantial matters of consequence.

### **4 DELEGATION OF SIGNING AUTHORITIES**

Signing authorities may be delegated as follows:

- a) The General Manager may elect to delegate, in writing, one or more signing authorities to another Employee;
- b) A Manager may elect to delegate, in writing, one or more signing authorities to another Employee, where a signing authority in this Schedule indicates “(or designate)”.

### **5 PROCUREMENT POLICIES**

Signing officers shall comply with CRCA procurement policies, as approved by the Board, when exercising a signing authority under this Schedule.

**6 ELECTRONIC SIGNATURES**

Electronic signatures (e.g. a time-stamped document that is signed by securing it with an encryption code) may be used by a signing officer under these Signing Authorities.

**7 SIGNING AUTHORITIES – CONTRACTS, FINANCIAL & LEGAL DOCUMENTS**

Type of Document	Positions with Signing Authority	Conditions to Be Satisfied Prior to Signing
Cheque requisitions	General Manager OR Applicable Manager (or designate) OR Supervisor, Finance	
Cheques or orders for payment of money such as electronic funds transfers (EFTs)	One of the Chair or Vice-Chair, AND one of the General Manager or Supervisor, Finance	Cheques and electronic funds transfers shall be reviewed by the Supervisor, Finance prior the transaction proceeding
Cheques – specific time-sensitive items	General Manager AND Supervisor, Finance	
Contractual agreement with Canada, Ontario, a municipality or another party to enter into a partnership arrangement or for CRCA deliver a program, service or project (including related applications, progress reports and financial reports)	General Manager OR Applicable Manager (or designate) OR Supervisor, Finance	Alignment with Board direction  Consultation with the General Manager  Consideration for signing requirements specified by the other parties to the agreement

Type of Document	Positions with Signing Authority	Conditions to Be Satisfied Prior to Signing
Contractual agreement to secure goods and services from a vendor	General Manager OR Applicable Manager (or designate) OR Supervisor, Finance	
CRCA credit cards – charges	Designated card holder AND General Manager or Applicable Manager (or designate)	Available credit on the card under the credit limit
Expense claims	General Manager OR Applicable Manager, (or designate)	Consistency with relevant CRCA personnel policies
Financial agreements (e.g. borrowing, investing)	General Manager AND Supervisor, Finance	Alignment with Board direction  Consistency with CRCA financial policies  Consultation with the Supervisor, Finance
Invoice requisitions	General Manager OR Applicable Manager (or designate)	Consistency with the current CRCA fee schedule, where applicable

Type of Document	Positions with Signing Authority	Conditions to Be Satisfied Prior to Signing
Letters of support for conservation-related initiatives by others	General Manager OR Applicable Manager (or designate)	Alignment between the initiative and CRCA's vision, goals and objectives  Consultation with the General Manager
Legal correspondence <sup>1</sup> (e.g. court documents, settlements)	General Manager OR Applicable Manager	Consultation with the General Manager
Purchase orders and purchase order requisitions	General Manager OR Applicable Manager (or designate) OR Supervisor, Finance	
Vehicle permits and registrations	General Manager OR Manager, Conservation Lands (or designate) OR Supervisor, Finance	Compliance with applicable legislation

Notes:

1. Except as indicated elsewhere in this Schedule.

**8 SIGNING AUTHORITIES – CORPORATE SERVICES DOCUMENTS**

Type of Document	Positions with Signing Authority	Conditions to Be Satisfied Prior to Signing
Data sharing agreements	General Manager OR Applicable Manager OR GIS & Corporate Technology Analyst	Consultation with the applicable Manager  Consistency with the current CRCA fee schedule, where applicable  Data sharing agreement signed by external party
Employment-related correspondence – General Manager	Chair	Board resolution to hire, direct or terminate  Board direction regarding the annual salary and applicable benefits
Employment-related correspondence – regular employees	General Manager  OR Applicable Manager (or designate) (for all regular positions except Managers)	Consultation with the General Manager  Consultation with the Supervisor, Finance regarding annual salary and applicable benefits

Type of Document	Positions with Signing Authority	Conditions to Be Satisfied Prior to Signing
Employment-related contracts – casual employees	General Manager OR Applicable Manager (or designate)	Consultation with the Supervisor, Finance regarding hourly wages  Consultation with the General Manager regarding constructive discipline or termination
Freedom of Information (FOI) requests – responses	General Manager (or designate, as FOI coordinator)	Compliance with Municipal Freedom of Information and Protection of Privacy Act
Information technology leases and license agreements	General Manager OR GIS & Corporate Technology Analyst	Consistency with delivery model (and agreements) for information technology services
Insurance claims and settlements	General Manager OR Applicable Manager	Alignment with Board direction  Consultation with the General Manager

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Type of Document	Positions with Signing Authority	Conditions to Be Satisfied Prior to Signing
Volunteer agreements (co-op placements, other)	General Manager OR Applicable Manager (or designate)	Consultation with the staff who will provide functional supervision to the volunteer(s)

**9 SIGNING AUTHORITIES – CONSERVATION LANDS DOCUMENTS**

Type of Document	Positions with Signing Authority	Conditions to Be Satisfied Prior to Signing
Activities on conservation lands – permissions	General Manager <sup>1</sup> OR Manager, Conservation Lands (or designate)	Compliance with <i>Conservation Authorities Act</i> and RRO 1990 Regulation 99  Consistency with Board-approved policies and procedures for activities on CRCA lands
Activities on conservation lands – enforcement-related correspondence	General Manager OR Manager, Conservation Lands (or designate)	Compliance with <i>Conservation Authorities Act</i> , RRO 1990 Regulation 99 and/or <i>Trespass to Property Act</i>  Consistency with Board-approved policies and procedures regarding enforcement  Consultation with the General Manager as appropriate
Drinking water systems – owner / operator representation	General Manager OR Manager, Conservation Lands (or designate)	

Type of Document	Positions with Signing Authority	Conditions to Be Satisfied Prior to Signing
Property use agreements and rentals / leases	General Manager OR Manager, Conservation Lands (or designate)	Alignment with Board direction  Consultation with the General Manager
Real property – agreements of purchase and sale (deeds)	General Manager AND Manager, Conservation Lands (or designate)	Board resolution
Real property - easements for conservation purposes	General Manager AND Manager, Conservation Lands (or designate)	Board resolution  Consultation with the General Manager
Real property – easements for rights-of-way, road widenings, utilities	General Manager AND Manager, Conservation Lands (or designate)	Consultation with the General Manager
Real property – lot line adjustments	General Manager AND Manager, Conservation Lands (or designate)	Consultation with the General Manager

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Type of Document	Positions with Signing Authority	Conditions to Be Satisfied Prior to Signing
Scientific collection permits (from Ontario, for fish and wildlife monitoring by others on CRCA property)	Manager, Conservation Lands (or designate)	Compliance with <i>Fish and Wildlife Conservation Act</i> and other relevant legislation  Consistency with Board-approved policies and procedures for activities on CRCA lands

Notes:

1. As Secretary-Treasurer, per RRO 1990 Regulation 99, Section 3(1).

**10 SIGNING AUTHORITIES – WATERSHED MANAGEMENT DOCUMENTS**

Type of Document	Positions with Signing Authority	Conditions to Be Satisfied Prior to Signing
Comment letters on draft legislation, regulations and other conservation-related proposals by Canada, Ontario, or the International Joint Commission	General Manager OR Manager, Watershed Planning & Engineering (or designate)	Board resolution (where appropriate)  Consultation with the General Manager
Comment letters on draft conservation-related proposals and studies by others	General Manager OR Manager, Watershed Planning & Engineering (or designate)	Board resolution (where appropriate)  Consultation with the General Manager (where appropriate)
Comment letters regarding conservation-related approvals issued by Canada or Ontario (e.g. Permits to Take Water issued under the <i>Ontario Water Resources Act</i> )	Manager, Watershed Planning & Engineering, (or designate) OR Supervisor, Development Review OR Resource Planner	Consultation with the lead staff person assigned to the subject file

Type of Document	Positions with Signing Authority	Conditions to Be Satisfied Prior to Signing
Ontario Regulation 148/06 – permissions and compliance-related correspondence <sup>1</sup>	General Manager OR Manager, Watershed Planning & Engineering (or designate) OR Supervisor, Development Review OR Resource Planner OR Development Officer	Consultation with the lead staff person assigned to the subject file
Ontario Regulation 148/06 – enforcement-related correspondence <sup>1</sup>	General Manager OR Manager, Watershed Planning & Engineering (or designate) OR Supervisor, Development Review	Consultation with the Manager, Watershed Planning & Engineering  Consultation with the lead staff person assigned to the subject file
Plan input letters on a municipal planning or engineering document or study (e.g. official plan, waterfront plan)	Manager, Watershed Planning & Engineering (or designate) OR Supervisor, Development Review	Consultation with the lead staff person assigned to the subject file

Type of Document	Positions with Signing Authority	Conditions to Be Satisfied Prior to Signing
<i>Planning Act</i> applications – plan review comment letters	Manager, Watershed Planning & Engineering, (or designate) OR Supervisor, Development Review OR Resource Planner	Consultation with the lead staff person assigned to the subject file
<i>Planning Act</i> applications – Local Planning Appeal Tribunal forms	General Manager OR Manager, Watershed Planning & Engineering (or designate)	Consultation with the General Manager  Consultation with the lead staff person assigned to the subject file
Scientific collection permits (from Ontario, for fish and wildlife monitoring by CRCA)	Manager, Watershed Planning & Engineering, (or designate) OR Coordinator, Watershed Planning	Consultation with the Manager, Watershed Planning & Engineering  Compliance with <i>Fish and Wildlife Conservation Act</i> and other relevant legislation

Notes:

1. Per Ontario Regulation 148/06, Section 3(3).

**11 APPROVALS**

The following resolution was passed at the Board meeting of October 23, 2019:

**Resolution: 094-19**

Moved by: Al Hanes  
Seconded by: Paul McAuley

**THAT** Report IR-080-19, Administration By-Law – Amendments to Schedules 'D' and 'F', BE RECEIVED; and,

**THAT** Revision 0 of Schedules 'D' and 'F' to Cataraqui Region Conservation Authority By-Law No. 1 (Administration By-Law), BE REPEALED, and Revision 1 of Schedules 'D' and 'F' to Cataraqui Region Conservation Authority By-Law No. 1 (Administration By-Law), BE ADOPTED.

**CARRIED**



**CATARAQUI REGION  
CONSERVATION AUTHORITY**

**TERMS OF REFERENCE:  
BUDGET REVIEW  
COMMITTEE**

**SCHEDULE 'G-1'  
TO  
BY-LAW NO. 1  
ADMINISTRATION BY-LAW**

<b>Document No.</b>	By-law No. 1 Schedule 'G-1'	<b>Rev.</b>	0
<b>Prepared by:</b>	Rob McRae, MCIP, RPP	<b>Date:</b>	2018/08/29 (yyyy/mm/dd)
	Manager, Corporate Services		

Document Revisions

<b>Schedule Revision</b>	<b>Date</b> (yyyy/mm/dd)	<b>Description of Changes</b>	<b>Report</b>	<b>Adopted by Full Authority Resolution #</b>
0	2018/08/29	Original Issue	IR-086-18	079-18

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**1 PURPOSE**

The Cataraqui Region Conservation Authority (CRCA) shall maintain a standing Budget Review Committee to make recommendations to the Board regarding its annual operating and capital budget, including specific recommendations regarding: (1) circulation of a draft budget to the Participating Municipalities for their review and comment, and (2) adoption of a final draft budget.

**2 MEMBERSHIP**

The Budget Review Committee shall be appointed at the Annual General Meeting.

The Budget Review Committee shall consist of six (6) members including the CRCA Chair or CRCA Vice-Chair.

**3 MEETING PROCEDURES**

The Budget Review Committee shall conduct its meetings as indicated in the Meeting Procedure Section of the CRCA Administration By-law.

**4 FREQUENCY OF MEETINGS**

Meetings shall be held at the call of the Chair. The Committee shall normally meet in June to consider general budget parameters, and thereafter as required.

**5 APPROVALS**

The following resolution was passed at the Board meeting of August 29, 2018:

**Resolution 079-18**

**Moved by:** Bert Herfst  
**Seconded by:** Max Kaiser

**THAT** Report IR-086-18, Administration By-law, BE RECEIVED;

**THAT** the Part '2' Administration Procedure of the Cataraqui Region Conservation Authority, BE REPEALED; and,

**THAT** Cataraqui Region Conservation Authority By-law NO. 1 (Administration By-law) and Schedules 'A', 'B', 'G-1' and 'G-2', BE ADOPTED, AS AMENDED.

**CARRIED**



**CATARAQUI REGION  
CONSERVATION AUTHORITY**

**TERMS OF REFERENCE:  
PERSONNEL COMMITTEE**

**SCHEDULE 'G-2'  
TO  
BY-LAW NO. 1  
ADMINISTRATION BY-LAW**

<b>Document No.</b>	By-law No. 1 Schedule 'G-2'	<b>Rev.</b>	0
<b>Prepared by:</b>	Rob McRae, MCIP, RPP	<b>Date:</b>	2018/08/29 (yyyy/mm/dd)
	Manager, Corporate Services		

Document Revisions

<b>Schedule Revision</b>	<b>Date</b> (yyyy/mm/dd)	<b>Description of Changes</b>	<b>Report</b>	<b>Adopted by Full Authority Resolution #</b>
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**1 PURPOSE**

The Cataraqui Region Conservation Authority (CRCA) shall maintain a standing Personnel Committee to make recommendations to the Board regarding personnel management.

**2 MEMBERSHIP**

The Personnel Committee shall be appointed at the Annual General Meeting.

The Personnel Committee shall consist of six (6) members including the CRCA Chair and CRCA Vice-Chair.

**3 MEETING PROCEDURES**

The Personnel Committee shall conduct meetings as indicated in the Meeting Procedure Section of the CRCA Administration By-law.

**4 FREQUENCY OF MEETINGS**

The Personnel Committee shall normally meet each quarter to review the performance of the General Manager, and at other times at the call of the Chair.

**5 APPROVALS**

The following resolution was passed at the Board meeting of August 29, 2018:

**Resolution 079-18**

**Moved by:** Bert Herfst  
**Seconded by:** Max Kaiser

**THAT** Report IR-086-18, Administration By-law, BE RECEIVED;

**THAT** the Part '2' Administration Procedure of the Cataraqui Region Conservation Authority, BE REPEALED; and,

**THAT** Cataraqui Region Conservation Authority By-law NO. 1 (Administration By-law) and Schedules 'A', 'B', 'G-1' and 'G-2', BE ADOPTED, AS AMENDED.

**CARRIED**



**Cataraqui**  
conservation

# Electronic Participation, During an Emergency

## Schedule 'I' to Cataraqui Conservation Administration By-Law No. 1

<b>Document No.</b>	By-law No. 1 Schedule 'I'	<b>Rev.</b>	0
<b>Prepared by:</b>	Katrina Furlanetto, M.Env.Sc	<b>Date:</b>	2020/04/15
	General Manager		yyyy/mm/dd

Document Revisions

<b>Schedule Revision</b>	<b>Date</b> (yyyy/mm/dd)	<b>Description of Changes</b>	<b>Report</b>	<b>Adopted by Full Authority Resolution #</b>
0	2020/04/15	Original Issue	IR-034-20	036-20

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# 1 General

During a period where an emergency has been declared to exist, that may prevent the Members from meeting in person, virtual meeting procedures are available to ensure safety, security, and business continuity of essential services.

In addition to Members adhering to the roles and responsibilities outlined within the Cataraqui Conservation Administration By-Law No. 1 (Administration By-Law) and associated Schedules, Members will also be able to participate electronically in meetings open to the public, provide a vote, count towards quorum, and participate in meetings closed to the public to the intent and in the manner set out in this by-law. Where possible, Cataraqui Conservation will, to the best of its ability, provide alternative means for the public and Members to participate in meetings electronically.

These procedures apply to all Board, Advisory Boards, and Committees, including hearing and appeals under Section 28 of the *Conservation Authorities Act* and Cataraqui Source Protection Authority meetings under the *Clean Water Act*.

## **2 Meeting Procedures**

### **2.1 Meetings Open to the Public**

All meetings shall be open to the public, except if the subject matter being considered is identified in a closed session meeting section of the agenda. During declared emergencies, the following steps will be followed:

- (a) Public notification of upcoming meetings and meeting agenda will be published on the Authority's website
- (b) Anyone from the general public wishing to join the meeting must register at least 24 hours prior to the meeting
- (c) All registered public participants will be provided with details on how to join the meeting by noon of the day of the meeting
- (d) Public participants will be included in the roll call by the Chair

### **2.2 Delegations**

Any person or organization who wishes to be a delegate during a declared emergency must request to do so in writing with a brief statement of the issue or matter involved and the name of the proposed speaker(s). All requests must be received 14 days in advance of the scheduled meeting.

Except in circumstances of Special Meetings, all presentation materials must be received no later than 8 days prior to the meeting to be included in the agenda circulation. Cataraqi Conservation will work with the delegation to plan for attendance and participation electronically.

### **2.3 Meeting with Closed "In Camera" Sessions**

In addition to Section 4.9 of the Administration By-Law, closed "in camera" meetings will be held independently of open session meetings by a separate, unrecorded, and secure method (e.g., teleconference with unique participation code).

During declared emergencies, all closed session meetings must include:

- (a) Roll call to retake attendance to confirm connectivity and quorum are maintained for the duration of the meeting;
- (b) Confirmation that all Members are in a private setting with no other non-Member participants; and
- (c) Confirmation that all Members adhere to the confidentiality and code of conduct for closed session meetings, including deletion of any confidential documentation associated with the meeting at the conclusion of the meeting