

**North Bay-Mattawa Conservation Authority
Members Meeting for June 11, 2025
4:30 pm Hybrid meeting – In person and via Zoom
NBMCA's Marc Charron Boardroom
15 Janey Avenue, North Bay, Ontario
AGENDA**

Procedural Matters

1. Acknowledgement of Indigenous Traditional and Treaty Lands
2. Approval of the Agenda
3. Declaration of Pecuniary Interest
4. Adoption of Previous Minutes from May 14, 2025
5. Delegations
6. Correspondence

Business Reports

7. Monthly Report on O. Reg 41/24: Prohibited Activities, Exemptions and Permits **(Report #1)**
8. Lands & Stewardship Semi Annual Update **(Report #2)**
9. Communications & Events Semi Annual Update **(Report #3)**
10. Public Service Body Rebate Update **(Report #4)**
11. Request for Capital Reserve Funds from Laurentian Ski Hill **(Report #5)**
12. March 2025 Profit and Loss YTD Comparison **(Report #6)**
13. April Monthly Financial Report **(Report #7)**
14. Proposed Board Report Update Schedule for 2025 **(Report #8)**
15. Provincial Funding Reporting 2025 Due Dates **(Report #9)**
16. Administrative By-Laws **(Report #10)**

Other Business

17. Committee of the Whole to discuss advice that is subject to solicitor-client privilege and personnel matters
18. New Business
19. Adjournment

Topic: NBMSPA & NBMCA Board of Directors meetings

Time: Jun 11, 2025 04:00 PM Eastern Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/85321129591?pwd=c5buNVK3A5GlCs9oDbE8lE4swJdpbN.1>

Meeting ID: 853 2112 9591

Passcode: 660376

One tap mobile

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• +1 647 374 4685 Canada

• +1 647 558 0588 Canada

Contact: Rebecca Morrow, Human Resources Coordinator, Executive Assistant, Deputy CAO

North Bay-Mattawa Conservation Authority

Email: rebecca.morrow@nbmca.ca



**NORTH BAY-MATTAWA CONSERVATION AUTHORITY
MINUTES
of the**

SIXTH meeting of the North Bay-Mattawa Conservation Authority held at as a hybrid meeting 4:30 p.m. on June 11, 2025, in the NBMCA's Marc Charron Boardroom, 15 Janey Avenue, North Bay, Ontario and via zoom.

MEMBERS PRESENT:

Bonfield, Township of	-	Steve Featherstone
Callander, Municipality of	-	Grant McMartin
Chisholm, Township of	-	Nunzio Scarfone
Calvin, Township of	-	Bill Moreton
East Ferris, Municipality of	-	Lauren Rooyakkers
North Bay, City of	-	Peter Chirico
North Bay, City of	-	Lana Mitchell
Papineau-Cameron, Township of	-	Shelley Belanger
Powassan, Municipality of	-	Dave Britton

MEMBER(S) ABSENT:

Mattawan, Municipality of	-	Michelle Lahaye
Mattawa, Town of	-	Loren Mick
North Bay, City of	-	Chris Mayne

ALSO PRESENT:

Carolyn Rodgers, P.Eng, CAO, Secretary-Treasurer
Aaron Lougheed, Manager, Finance
Dave Sweet, Manager, Lands & Stewardship
Paula Loranger, Community Relations Coordinator
Hannah Wolfram, Planning and Regulations Officer
Shawn Kozmick, GIS Specialist
Githan Kattera, Engineering and Development Officer
Angela Mills, Water Resources Specialist
Jennifer Hamilton-McCharles, Member of Media

1. Acknowledgement of Indigenous Traditional and Treaty Lands

The meeting was called to order at 4:30 pm, and afterwards Dave Britton read a statement acknowledging Indigenous and Treaty Lands.

2. Approval of the Agenda

The following resolution was presented:

Resolution No. 57-25, Moreton-Belanger

THAT the agenda be approved as presented.

Carried Unanimously

3. Declaration of Pecuniary Interest

None declared.

4. Adoption of Previous Minutes of May 14, 2025

The following resolution was presented:

Resolution No. 58-25, Britton-Scarfone

THAT the Minutes of the May 14, 2024, meeting be approved.

Carried Unanimously

5. Delegations

None received.

6. Correspondence

Correspondence to the members was received about an identifiable person and was discussed in 'closed session'.

7. Monthly Report on O.Reg 41/24: Prohibited Activities, Exemptions and Permits

Hannah Wolfman presented the report. The members indicated they liked the new format and thanked Ms. Wolfman for the information.

8. Lands & Stewardship Semi Annual Update

Dave Sweet presented the report and after discussion the Board thanked Mr. Sweet for the information.

9. Communication & Events Semi Annual Update

Paula Loranger presented the report and the Board thanked Ms. Loranger for the information.

10. Public Service Body Rebate Update

Aaron Longheed presented the report. After discussion, the members thanked Mr. Longheed and the following resolution was made:

Resolution No. 59-25, Belanger-Moreton

THAT the Members approve the CAO Carolyn Rodgers to communicate with the CRA on its behalf

and update the representatives of the Authority.

AND THAT Lana Mitchell be authorized as a signing authority on the RBC chequing account to transfer funds and close the account after the funds are received.

Carried Unanimously

11. Request for Capital Reserve Funds from Laurentian Ski Hill

Aaron Longheed presented the report. After discussion, the members thanked Mr. Loughheed, and the following resolution was made:

Resolution No. 60-25, Chirico-Britton

THAT the Members approve the Laurentian Ski Hill and Snowboarding Club's request for \$3,831 from the NBMCA's Ski Hill Capital Reserve.

Carried Unanimously

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12. March 2025 Profit and Loss YTD Comparison

Aaron Longheed presented the report, and the members thanked Mr. Loughheed for the information.

13. April Monthly Financial Report

Aaron Longheed presented the report. The members indicated they liked the new format, and the following resolution was presented:

Resolution No. 61-25, Chirico-Moreton

THAT the Members receive the April Financial Report for information and append to the minutes of the meeting.

Carried Unanimously

14. Proposed Board Report Update Schedule for 2025

Carolyn Rodgers presented the report. After discussion, the members thanked Ms. Rodgers, and the following resolution was presented:

Resolution No. 62-25, Belanger-Scarfone

THAT the Board approves the proposed Board Update Schedules provided as part of the report as amended.

Report Amendment: Add OSS Q1 and Q2 report at the August Board Meeting.

Carried Unanimously

15. Provincial Funding Reporting

Carolyn Rodgers presented the report, and the members thanked Mrs. Rodgers for the information.

16. Administrative By-laws

The members voted unanimously to defer the report.

17. Committee of the Whole to discuss advice that is subject to solicitor-client privilege and personnel matters.

Resolution No. 63-25, Chirico-Britton

THAT the meeting moves into a closed session of “Committee of the Whole” to discuss advice that is subject to solicitor-client privilege and personal matters and Board correspondence that identifies an employee.

Carried Unanimously

Resolution No. 64-25, Scarfone-Rooyakkers

THAT the meeting moves out of a closed session of “Committee of the Whole” and back into an open meeting.

Carried Unanimously

18. New Business

Resolution No. 65-25, Chirico-Rooyakkers

THAT the CAO provides the deferred Board Reports (Reserve Policy & Marketing and Communications Policy) at the August meeting. The CAO to provide an updated Purchasing Policy at the August meeting as well.

19. Adjournment

Resolution No. 66-25, Britton-Chirico

THAT the meeting be adjourned at 6:46pm, and the next meeting be held at 4:00 pm Wednesday August 13, 2025, or at the call of the Chair.

Carried Unanimously

Lana Mitchell, Vice Chair

CAO, Secretary-Treasurer

To:

The Chairperson and Members of the Board of Directors
North Bay-Mattawa Conservation Authority

Origin:

Hannah Wolfram, Regulations Officer

Date:

June 11, 2025

Subject:

Monthly Report on O. Reg. 41/24: Prohibited Activities, Exemptions and
Permits Issued

Background:

Below is a summary of the permits issued for 2022, 2023, 2024 and year-to-date permits in 2025.

S28	Data											
	2022	2023	2024					2025				
			Q1	Q2	Q3	Q4	TOTAL	Q1	Q2*	Q3	Q4	TOTAL (YTD)
Permits Issued	120	99	18	18	35	3	74	12	14			26

* As of May 30, 2025

Analysis:

Four (4) new permits have been issued by the Conservation Authority since the previous Board report of May 14, 2025, as follows:

File No.	Municipality	Regulated Feature	Nature of Work	Date Received	Date Issued
041RCL25-024P	Callander	Lake Nipissing	55 m ² dock	April 29, 2025	April 30, 2025
040RNB25-025P	North Bay	Lake Nipissing	Demolition of existing dwelling	April 30, 2025	May 28, 2025
044RNB25-026P	North Bay	Trout Lake	Waterfront deck	May 6, 2025	May 6, 2025

File No.	Municipality	Regulated Feature	Nature of Work	Date Received	Date Issued
046RNB25-028P	North Bay	Armstrong Creek	Emergency culvert replacement	May 8, 2025	May 9, 2025

All permits were issued within the legislated timelines.

Financial Implication:

There are no financial or budget implications resulting from the information presented in this report.

Recommendation:

That the Board members receive for information only the Report on O. Reg. 41/24: Prohibited Activities, Exemptions and Permits.

Submitted By:

Hannah Wolfram, Regulations Officer

Reviewed By:

Carolyn Rodgers, P. Eng, CAO/Secretary-Treasurer

To:

The Chairperson and Members of the Board of Directors
North Bay-Mattawa Conservation Authority

Origin:

Dave Sweet, Manager, Lands & Stewardship

Date:

June 11, 2025

Subject:

Lands & Stewardship Semi-Annual Update

Background:

The 2025 Budget included the following Lands & Stewardship new projects.

Lands

- Eau Clair Gorge Conservation Area - Repair the road including the culverts & new signage.
- Mattawa Island Conservation Area - Repair the parking lot, beach volleyball courts and washroom facilities.
- Powassan Mountain Conservation Area - New Bear Bins.

The 2025 Budget also included the following maintenance/asset replacement projects.

Facilities – 15 Janey Ave

- Building Automation System (BAS) – Assessment to be done to determine what is needed to commission the BAS. New rooftop units were installed in 2023/24 without the BAS being commissioned.
- Boiler System – Repair and commission. The new system was installed in 2023 and without commissioning.
- Hot Water Tank – Replace. The system has not been working since 2018.
- Solar Panel – Repair. The system has not been working since early 2025.

Vehicle

- Replace the 2016 Chevy Silverado 1500.

Analysis:

Below is a status update on the 2025 land & stewardship new and maintenance/asset replacement projects.

Land

Eau Claire Gorge Conservation Area – Road & Culvert Repair - **Completed**

- This project was completed in partnership with the Township of Calvin. The NBMCA funded the material costs, and the Township provided the labour.



Road Repair

Eau Claire Gorge Conservation Area – New Signage – **Ordered – Install July**



Mattawa Island Conservation Area – Parking Lot, Beach Volleyball Courts, Washroom Facilities - **Completed**

- Completed in collaboration with NBMCA and Town of Mattawa staff.



Parking Lot



Beach Volleyball Courts



Washroom - Before



Washroom - After



Washroom – Opened. They have been closed for the past 3 years.

Powassan Mountain Conservation Area - New Bear Bins – Completed



Facilities – 15 Janey Ave

Building Automation System Assessment – Scheduled for June 17

Boiler System – Scheduled for June 17

Hot Water Tank - Completed

Solar Panel Repair – Pending Chair/Vice-Chair Approval (as of June 4)

Vehicle

Replace the 2016 Chevy Silverado 1500 - Completed

- Procured using North Bay Hydro contract with MacMaster, Orangeville. Savings of approximately \$14,000.

Financial Implication:

There are no financial or budgetary implications as a result of this report as all projects were Board approved as part of the 2025 Budget.

Recommendation:

THAT the members receive for information the Lands & Stewardship semi-annual update.

Submitted By:

Dave Sweet, Manager, Lands & Stewardship

Reviewed By:

Carolyn Rodgers, P.Eng, CAO/Secretary-Treasurer

To:

The Chairperson and Members of the Board of Directors
North Bay-Mattawa Conservation Authority

Origin:

Paula Loranger, Community Relations Coordinator

Date:

June 11, 2025

Subject:

Communications & Events Semi-Annual Update

Background:

NBMCA participates in several events throughout the year to provide in-person education to the watershed community on the services provided by the Authority.

Analysis:

Community Events Attended:

North Bay Home & Garden Expo – February 21-23

- Over 600 visitors stopped by the booth over the 3 days. Main topic of discussions was On-site Sewage System Program, Conservation Areas, Development and Water Quality Sampling.



East Ferris Tradeshow – May 24

- Over 150 visitors stopped by the booth. Main topic of discussion was Conservation Areas and Planning & Development.



Oak Street (at Kinsmen Trail) Tree Planting – May 20

- A total of Twelve (12) trees, eight (8) apple and four (4) plum, were planted. Trees were purchased from Northern Food Forest (Calvin Twp.) with donation funding.



Partnership with Clean, Green, Beautiful North Bay (CGB)

- NBMCA received funding for a one (1) year internship from the Northern Ontario Heritage Fund. The position will provide education and community outreach for both organizations. Sierra Wilson started in April and will be with NBMCA until April 2026.

Upcoming Events:

- June 7 – Welcome to Spring in North Bay event at Laurier Woods Conservation Area hosted by the City of North Bay.
- June 14 – Mattawa River Canoe Race hosted by NBMCA. Over \$18,000 has been raised so far for the event.
- June 18 – Sunrise Ceremony led by North Bay Indigenous Friendship Centre, held at Miskwaadesi Amphitheatre.
- July 16 – Collaborative clean-up with Community Living on Chippewa Creek.
- July 23 – North Bay Centennial Festival at the Waterfront.
- August 16 – Louise de Kilirine Nature Festival

Financial Implication:

There are no financial or budgetary implications as a result of this report.

Recommendation:

THAT the members receive for information the Communication & Events semi-annual update.

Submitted by:

Paula Loranger, Community Relations Coordinator

Reviewed by:

Carolyn Rodgers, P.Eng, CAO, Secretary Treasurer

**To:**

The Chairperson and Members of the Board of Directors
North Bay-Mattawa Conservation Authority

Origin:

Aaron Lougheed, Manager Finance

Date:

June 11, 2025

Subject:

Public Service Body Rebate Update

Background:

Public Service Body Rebates (Rebates) for the periods covering 2024 have been filed and an anticipated return of \$136,979 will be deposited to the NBMCA's RBC chequing account within two months of filing along with any earned interest.

CRA Representative:

Unfortunately, the Rebates needed to be filed by paper and not thru the business account within the CRA portal. Current staff do not have access to the portal and it is unknown who the "owners" and "representatives" of the account are.

To assign a new representative to the business account the Board of Directors must name the representative by Resolution and provide CRA with a written notification on NBMCA letterhead. The written notification, Resolution, signed Meeting Minutes and AUT01 Access Form are to be mailed to the CRA office. The AUT01 Access Form will authorize the representative to communicate on the NBMCA's behalf with the CRA, and then authorize further representation to file rebates online and update the direct deposit information for the Authority.

RBC Checking Account:

The current direct deposit account for the Rebates is an RBC Chequing account that's previous sole purpose was for the receipt of funds from the CRA. The signing authorities on this account have not been updated in more than two years and only Dave Britton remains a part of the organization. It is recommended an additional Board member be added to the account to allow more than one person to access the account. It is also recommended this account be closed once the

2024 Rebates have been received and then deposited into the Authorities interest bearing chequing account.

Financial Implication:

There are no financial or budgetary considerations as a result of this report.

Recommendation:

It is recommended that the board authorize a representative to communicate with the CRA to update the owners and representatives of the organization. This will prevent further delays in receiving rebates and allow the authority to update its direct deposit information on the CRA portal.

It is also recommended that the board selects one additional new signing authority for the RBC bank account in order to transfer funds and ultimately close this account once the direct deposit information on the CRA portal is updated.

Recommended Resolution:

THAT the Members approve _____ to communicate with the CRA on its behalf and update the representatives of the Authority.

AND THAT _____ be authorized as a signing authority on the RBC chequing account in order to transfer funds and close the account.

Submitted and Reviewed By:

Aaron Lougheed, Manager, Finance

Submitted and Reviewed By:

Carolyn Rodgers, P. Eng, CAO/Secretary-Treasurer

To:

The Chairperson and Members of the Board of Directors
North Bay-Mattawa Conservation Authority

Origin:

Aaron Lougheed, Manager Finance

Date:

June 11, 2025

Subject:

Request for Capital Reserve Funds from Laurentian Ski Hill

Background:

The Laurentian Ski Hill Snowboarding Club ("Ski Hill") operates the ski hill on property owned by the North Bay-Mattawa Conservation Authority (NBMCA) and uses certain fixed capital assets owned by the NBMCA. The NBMCA holds two reserve accounts for the Ski Hill. One is to assist with Ski Hill operational expenses and the other is to help with NBMCA-owned capital asset expenses.

The agreement between NBMCA and the Ski Hill is such that requests for funding from the reserve accounts requires NBMCA approval.

At the November 2024 meeting, the Board approved \$63,700 for a new compressor funded from the NBMCA's Ski Hill capital reserve.

Analysis:

The Ski Hill is requesting the Board's approval for the below capital reserve expenditures:

- An additional \$670.00 for the new compressor approved at the November 2024 Board meeting, for a total cost of \$64,370.
- \$3,161.00 for chair lift line tour and inspect sheaves and towers. (Quote Attached).

Financial Implication:

As shown below the Ski Club is requesting a total of \$3,831 be funded from the capital reserve and leaving a remaining balance of \$73,264.

NBMCA's Ski Hill Capital Reserve

Description	Amount
Capital Reserve	\$77,095
Request from the Ski Hill for reimbursement of Capital Costs (net of HST)	\$3,831
Estimated balance remaining on completion of the above transaction (net of HST)	\$73,264

Recommendation:

Staff recommend that the NBMCA Board approve the Ski Hill's request for \$3,831 from the NBMCA's Ski Hill capital reserve for the purpose of paying invoices related to the repair and maintenance of the NBMCA owned assets.

Recommended Resolution:

THAT the Members approve the Laurentian Ski Hill and Snowboarding Club's request for \$3,831 from the NBMCA's Ski Hill Capital Reserve.

Submitted and Reviewed By:

Aaron Lougheed, Manager, Finance

Submitted and Reviewed By:

Carolyn Rodgers, P. Eng, CAO/Secretary-Treasurer



Leitner-Poma Canada Inc.

74 Welham Rd.
Barrie, Ont.
L4N 8Y4

SALES ORDER: 25 - 096

TO: Laurentian Ski Club

Att: Duncan Cornthwaite

SALES ORDER DATE May 02 2025

TERMS See Below

F.O.B. Barrie

SHIP VIA To be Determined

ADDRESS CORRESPONDENCE TO:

Same

Quote is Valid for 30 Days

QTY	UNIT	DESCRIPTION	UNIT PRICE	AMOUNT
1		Poma Tech. to do line tour and inspect sheaves and towers.	\$1,580.50	\$3,161.00
	Note	Not included are any parts need for repairs.		
	Engineering Submission and Equipment	Engineering required to verify tension, loading and clearances Provincial Authority submission package for a Major Alteration Load test supervision & final inspection will be billed at a hourly rate. Technicians: \$132.50 Engineer: \$176.50 Travel & expenses will be billed at our standard service rates Authority Fees by Customers A complete dossier of all pertinent information and certificates will be provided. NOTE: Subject to tariffs or tariff-related supplier price increases NOTE: Labor is an estimate;\$1586.50.00 per 10 hr day will be added or credited depending on the number of days to complete. work will not begin until a PO & downpayment is received. NOTE: Items may arise out of authority inspection that are not covered by the quote.		
		subtotal		\$3,161.00
Items that are quoted to the Customer remain the property of the Vendor until the account is paid in full. Interest charges will apply after 30 days @ 1.5% per month		SHIPPING Will be billed at Cost OTHER		
Terms: 100% on Completion of job			Applicable taxes not included	TOTAL \$3,161.00

Glen Tinkler GM *Glen Tinkler*
APPROVED BY (Leitner Poma)

May 02 2025
DATE

Customer PO#

TO: The Chairperson and Members of the Board of Directors,
North Bay-Mattawa Conservation Authority

ORIGIN: Aaron Lougheed, Manager, Finance

DATE: May 14, 2025

SUBJECT: Profit and Loss YTD Comparison

BACKGROUND:

The profit and loss year-to-date comparison for March 2025 is present with monthly totals, YTD amounts, budget 2025, and YTD figures for 2024 for the board's review.

As levied amounts for 2024 are now included in the 2024 YTD comparisons are strong comparison between this year and last is now presented in the report. Revenues are similar to 65% or last year at this time with expenses at similar to 42%. Notable causes of these discrepancies in revenue include the timing of administrative transfers between the programs and a lower overall budget compared to 2024. On the expenses side, there have been savings in wages and benefits as well as transfer costs between programs due to timing.

Revenues and expenses are being monitored closely as the Authority moves forward into its busy season.

RECOMMENDED RESOLUTIONS:

THAT the Profit and Loss YTD comparison be accepted for information by the members of the Board of Directors and appended to the minutes of this meeting.

Prepared by Aaron Lougheed, Manager, Finance

Reviewed by Carolyn, Rodgers CAO and Secretary Treasurer

NORTH BAY-MATTAWA CONSERVATION AUTHORITY

Profit & Loss YTD Comparison

For the Period Ending March 31

	Mar 2025	YTD	Budget	2024 YTD
Income				
3100 · Corporate Services	8,546	242,424	1,138,300	376,904
9700 · Corporate Services Capital	0	0	205,987	0
3500 · Planning and Regulations	6,954	120,695	174,480	190,847
3600 · Water Resources Management (WRM)	0	442,068	502,068	531,287
8300 · Source Water Protection	30,000	30,000	212,002	0
3200 · On-site Sewage System Program	27,300	59,600	960,365	139,925
6100 · Watershed Support Programs	16,678	18,456	37,500	31,149
6200 · Watershed Support Programs Capital	0	0	0	0
6400 · Watershed Municipal Programs	0	12,000	12,000	23,197
7000 · Lands & Properties	1,522	472,889	508,324	476,968
8600 · Lands & Properties Capital	0	80,000	80,000	261,485
109-00 · WRM Capital	0	17,983	217,983	245,000
112-00 · LSHSC CAPITAL	0	65,000	65,000	51,564
114-00 · LSHSC OPERATING	0	60,000	60,000	179,252
Total Income	91,000	1,621,115	4,174,009	2,507,578
Expense				
3100 · Corporate Services	80,895	230,720	1,138,300	324,998
9700 · Corporate Services Capital	1,108	4,234	205,987	1,927
3500 · Planning and Regulations	9,248	26,383	174,480	80,174
3600 · Water Resources Management (WRM)	15,700	63,205	502,068	195,981
8300 · Source Water Protection	5,808	28,945	212,002	38,075
3200 · On-site Sewage System Program	34,106	113,208	960,365	260,731
6100 · Watershed Support Programs	611	1,950	37,500	5,774
6200 · Watershed Support Programs Capital	0	0	0	0
6400 · Watershed Municipal Programs	0	0	12,000	5,661
7000 · Lands & Properties	13,210	55,434	508,324	132,991
8600 · Lands & Properties Capital	1,108	3,338	80,000	12,896
109-00 · WRM Capital	2,082	8,302	217,983	55,043
112-00 · LSHSC CAPITAL	13,818	13,818	65,000	78,665
114-00 · LSHSC OPERATING	0	0	60,000	100,502
Total Expense	177,694	549,537	4,174,009	1,293,419
Net Ordinary Income	-86,694	1,071,578	0	1,214,160

**To:**

The Chairperson and Members of the Board of Directors
North Bay-Mattawa Conservation Authority

Origin:

Aaron Lougheed, Manager Finance

Date:

June 11, 2025

Subject:

April Monthly Financial Report

Background:

At the request of the Board, the financial report of the NBMCA will be presented monthly on a go forward basis.

Analysis:

Below are three modified tables from prior months financial reporting. These tables highlight revenue year to date (YTD) and year over year (YOY) for the month of April, as well as expenses for the same period and a projection of the annual surplus based on the YTD figures through April.

Total revenues across all conservation authority programs are down 34% YOY and expenses are down 39%. The month of April had a net deficit of \$42,123 largely attributable to the timing of large revenue sources (grants, transfer payments, and levies). The decrease in the revenues and expenses YOY is in line with the 19% reduction in the overall budget but it is anticipated that revenues and expenses will pick up as we move into the summer months.

Programs that are not anticipated to be on budget for 2025 include the Water Resources Management Budget because of no new WECI projects starting this year and the Source Protection Program where lower costs have resulted in fewer transfer payment funds from MMAH.

Additionally, \$25,000 was invoiced to the City of North Bay in April for additional funding to be transferred to the Ski Hill after an agreement between the two parties was reached for an additional \$100,000 in funding last year. This is the final amount to be transferred for 2025.

Fee based programs such as Planning and Regulations and On-site Sewage Systems (OSS) have seen quieter starts to 2025 than anticipated. Currently Planning and Regulations is projected to have a surplus while the OSS program is projecting a slight deficit. The slow start to 2025 could be attributed to a longer, harsher winter, than 2024 and the summer months may see an increase in activity in these programs.

Large surpluses are projected in both Water Resources Management and Lands & Properties. This will shrink throughout the year after receiving most of their income through levies in January and additional summer staff brought on to assist through the busy months.

Financial Implication:

There are no financial or budgetary considerations as a result of this report.

Recommended Resolution:

THAT the Members receive the April Financial Report for information and append to the minutes of the meeting.

Submitted and Reviewed By:

Aaron Lougheed, Manager, Finance

Submitted and Reviewed By:

Carolyn Rodgers, P. Eng, CAO/Secretary-Treasurer

NORTH BAY-MATTAWA CONSERVATION AUTHORITY

Profit & Loss YTD Comparison

For the Period Ending April 30



	Prorated YTD			2024 YTD	Change to	
	2025 Budget	Budget	YTD Actual	Actual	LYTD %	Apr-25
Income						
3100 · Corporate Services	1,138,300	379,433	287,798	391,565	-27%	45,374
9700 · Corporate Services Capital	205,987	68,662	0	0	0%	0
3500 · Planning and Regulations	174,480	58,160	122,970	199,911	-38%	2,275
3600 · Water Resources Management (WRM)	502,068	167,356	442,068	531,287	-17%	0
8300 · Source Water Protection	212,002	70,667	30,000	0	0%	30,000
3200 · On-site Sewage System Program	960,365	320,122	109,525	236,885	-54%	49,925
6100 · Watershed Support Programs	37,500	12,500	23,495	35,465	-34%	5,039
6200 · Watershed Support Programs Capital	0	0	0	0	0%	0
6400 · Watershed Municipal Programs	12,000	4,000	12,000	23,197	-48%	0
7000 · Lands & Properties	508,324	169,441	494,279	500,268	-1%	21,389
8600 · Lands & Properties Capital	80,000	26,667	80,000	261,485	-69%	0
109-00 · WRM Capital	217,983	72,661	17,983	252,374	-93%	0
112-00 · LSHSC CAPITAL	65,000	21,667	65,000	51,564	26%	0
114-00 · LSHSC OPERATING	60,000	20,000	85,000	185,010	-54%	25,000
Total Income	4,174,009	1,391,336	1,770,118	2,669,011	-34%	179,002
Expense						
3100 · Corporate Services	1,138,300	379,433	349,369	400,480	-13%	76,015
9700 · Corporate Services Capital	205,987	68,662	6,510	2,514	159%	2,276
3500 · Planning and Regulations	174,480	58,160	34,958	127,371	-73%	8,574
3600 · Water Resources Management (WRM)	502,068	167,356	103,996	222,467	-53%	19,026
8300 · Source Water Protection	212,002	70,667	61,192	48,458	26%	20,280
3200 · On-site Sewage System Program	960,365	320,122	159,030	309,923	-49%	45,822
6100 · Watershed Support Programs	37,500	12,500	4,129	11,133	-63%	2,178
6200 · Watershed Support Programs Capital	0	0	0	0	0%	0
6400 · Watershed Municipal Programs	12,000	4,000	0	5,661	-100%	0
7000 · Lands & Properties	508,324	169,441	98,370	157,983	-38%	29,260
8600 · Lands & Properties Capital	80,000	26,667	5,325	14,751	-64%	1,987
109-00 · WRM Capital	217,983	72,661	10,192	55,705	-82%	1,889
112-00 · LSHSC CAPITAL	65,000	21,667	83,239	78,665	6%	13,818
114-00 · LSHSC OPERATING	60,000	20,000	60,000	166,260	-64%	0
Total Expense	4,174,009	1,391,336	976,310	1,601,371	-39%	221,125
Net Ordinary Income	0	0	793,808	1,067,640	-26%	-42,123

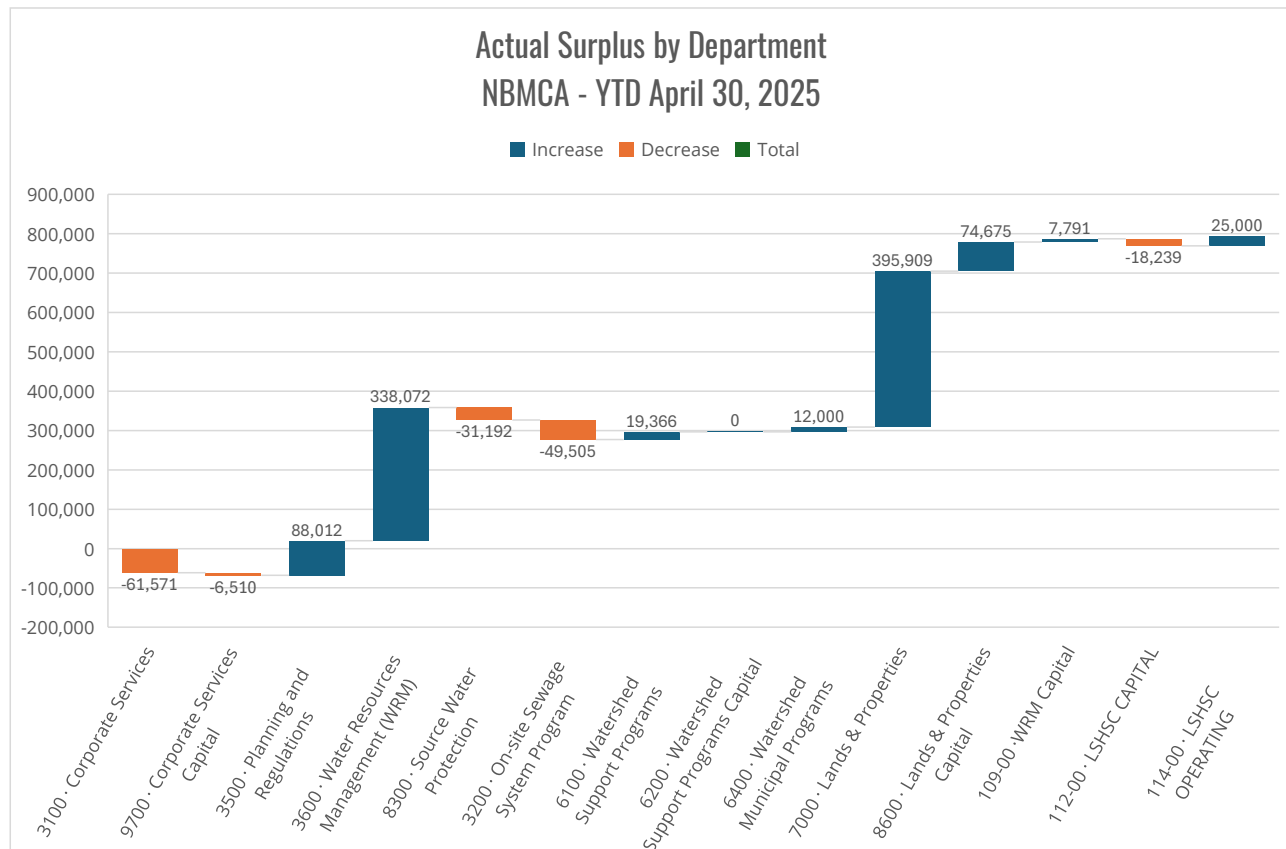
NORTH BAY-MATTAWA CONSERVATION AUTHORITY

Profit & Loss YTD Comparison

For the Period Ending April 30



Department	YTD Actual Revenue	YTD Actual Expenses	YTD Actual Surplus
3100 · Corporate Services	287,798	349,369	-61,571
9700 · Corporate Services Capital	0	6,510	-6,510
3500 · Planning and Regulations	122,970	34,958	88,012
3600 · Water Resources Management (WRM)	442,068	103,996	338,072
8300 · Source Water Protection	30,000	61,192	-31,192
3200 · On-site Sewage System Program	109,525	159,030	-49,505
6100 · Watershed Support Programs	23,495	4,129	19,366
6200 · Watershed Support Programs Capital	0	0	0
6400 · Watershed Municipal Programs	12,000	0	12,000
7000 · Lands & Properties	494,279	98,370	395,909
8600 · Lands & Properties Capital	80,000	5,325	74,675
109-00 · WRM Capital	17,983	10,192	7,791
112-00 · LSHSC CAPITAL	65,000	83,239	-18,239
114-00 · LSHSC OPERATING	85,000	60,000	25,000
Total	1,770,118	976,310	793,808



To:

The Chairperson and Members of the Board of Directors
North Bay-Mattawa Conservation Authority

Origin:

Carolyn Rodgers, P. Eng, CAO/Secretary-Treasurer

Date:

June 11, 2025

Subject:

Proposed Board Update Schedule for 2025

Background:

The following Board updates have been presented to the Board between January 2025 to June 2025.

February 12

- Section 28 – January Summary
- OSS Program – 2024 Year End

March 10

- Section 28 – February Summary
- IWM Semi-Annual Report – Flood Forecast & Warning, Ontario Low Water Response, Stream Sampling, Lake Sampling and Groundwater Monitoring

April 9

- Section 28 – March Summary

May 14

- Section 28 – April Summary

The following reports are being presented at this evening's Board meeting:

- Section 28 – May Summary
- Lands & Stewardship Semi-Annual Update
- Communication & Events Semi-Annual Update

Analysis:

Staff are proposing the following reports be presented to the Board for the remainder of 2025 and beginning of 2026:

August 11

- Section 28 – June & July Summary (*NEW Every 2 months*)
- Planning - Quarter 1 & Quarter 2 Summary

September 10

- None; *Budget 2026 Presentation*

October 8

- Section 28 – August & September Summary; *Budget 2026 Approval*

November 12

- OSS Program Quarter 3 Summary (*NEW Quarterly*)
- Planning Quarter 3 Summary (*NEW Quarterly*)
- IWM Semi-Annual Report – Flood Forecast & Warning, Ontario Low Water Response, Stream Sampling, Lake Sampling and Groundwater Monitoring

December 10

- Section 28 – October & November Summary
- Land, Facilities & Vehicle Semi-Annual Update
- Communication & Events Semi-Annual Update

January 2026

- Section 28 – December 2025 Summary & 2025 Annual Summary
- OSS Program Quarter 4 Summary & 2025 Annual Summary
- Planning Quarter 4 Summary & 2025 Annual Summary

Financial Implication:

There are no financial or budgetary implications as a result of this report.

Recommended Resolution:

That the Board approve the proposed Board Update Schedule provided as part of this report.

Submitted and Reviewed By:

Carolyn Rodgers, P. Eng, CAO/Secretary Treasurer

To:

The Chairperson and Members of the Board of Directors
North Bay-Mattawa Conservation Authority

Origin:

Carolyn Rodgers, P. Eng, CAO/Secretary-Treasurer
Aaron Lougheed, Manager, Finance

Date:

June 11, 2025

Subject:

Provincial Funding Reporting 2025 Due Dates

Background:

At the May 23, 2025, meeting, the Executive Committee directed the CAO/Secretary-Treasurer to provide a Board report with the provincial funding reporting due dates for 2025.

Analysis:

Below is a summary of the 2025 provincial funding reporting due dates.

Section 39

- Submitted April 30th; Due April 30th
- Next due date is October 31st

DWSP

- Submitted January 31st; Due January 31st
- Submitted May 30th; Due May 30th
- Next due date is October 3rd

FHIMP

- Application for funding submitted May 16th; waiting for approval.

WECI

- No funding requested for 2025.

Financial Implication:

There are no financial or budgetary implications as a result of this report.

Recommendation:

That the Board members receive for information the Provincial Funding Reporting Deadline report.

Submitted and Reviewed By:

Carolyn Rodgers, P. Eng, CAO/Secretary-Treasurer

TO: The Chairman and Members of the Board of Directors,
North Bay-Mattawa Conservation Authority

ORIGIN: Rebecca Morrow, Human Resources Coordinator, Executive
Assistant, Deputy CAO

DATE: June 11, 2025

SUBJECT: NBMCA Administrative By-Law Revision

Background:

Periodic Review of NBMCA's By-Laws are required. The Draft updated Administrative Bylaws was revised taking into consideration the Conservation Authorities Act, Conservation Ontario's Best Management Practices Administrative By-Law Model document, The Not-for-Profit Corporations Act, and the Municipal Conflict of Interest Act and other Conservation Authority Bylaws.

Changes to the Conservation Authorities Act (the Act) as amended by the *Building Better Communities and Conserving Watersheds Act*, 2017 provides direction for conservation authorities to make such by-laws as required for its proper administration. Section 19.1 of the Act, sets out the requirements for by-laws as follows:

By-laws

- 19.1** (1) An authority may make by-laws,
- (a) respecting the meetings to be held by the authority, including providing for the calling of the meetings and the procedures to be followed at meetings, specifying which meetings, if any, may be closed to the public;
 - (b) prescribing the powers and duties of the secretary-treasurer;
 - (c) designating and empowering officers to sign contracts, agreements and other documents on behalf of the authority;
 - (d) delegating all or any of its powers to the executive committee except,
 - (i) the termination of the services of the secretary-treasurer,
 - (ii) the power to raise money, and
 - (iii) the power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the authority;
 - (e) providing for the composition of its executive committee and for the establishment of other committees that it considers advisable and respecting any other matters relating to its governance;
 - (f) respecting the roles and responsibilities of the members of the authority and of its officers and senior staff;
 - (g) requiring accountability and transparency in the administration of the authority including,

- (i) providing for the retention of records specified in the by-laws and for making the records available to the public,
- (ii) establishing a code of conduct for the members of the authority, and
- (iii) adopting conflict of interest guidelines for the members of the authority;
- (h) respecting the management of the authority's financial affairs, including auditing and reporting on the authority's finances;
- (i) respecting the by-law review required under subsection (3) and providing for the frequency of the reviews; and
- (j) respecting such other matters as may be prescribed by regulation. 2017, c. 23, Sched. 4, s. 16.

Conflict with other laws

(2) If a by-law made by an authority 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 the Act or regulation prevails.

Periodic review of by-laws

(3) At such regular intervals as may be determined by by-law, an authority shall undertake a review of all of its by-laws to ensure, amongst other things, that the by-laws are in compliance with any Act referred to in subsection (2) or any other relevant law.

By-laws available to public

(4) An authority shall make its by-laws available to the public in the manner it considers appropriate.

Transition

(5) An authority shall make such by-laws under this section as are required for its proper administration,

- (a) in the case of an authority that was established on or before the day section 16 of Schedule 4 to the *Building Better Communities and Conserving Watersheds Act, 2017* comes into force, within one year of that day; and
- (b) in the case of an authority that is established after the day section 16 of Schedule 4 to the *Building Better Communities and Conserving Watersheds Act, 2017* comes into force, within one year of the day the authority is established.

(6) REPEALED

Direction by Minister

(7) The Minister may give an authority a written direction to make or amend a by-law on any matter described in subsection (1), in accordance with the direction, within such period of time as may be specified in the direction.

Compliance

(8) The authority that receives a direction under subsection (7) shall comply with the direction within the time specified in the direction.

Regulation where failure to comply

(9) If an authority fails to adopt a by-law in accordance with the direction made under subsection (7), the Minister may make regulations in relation to the matters set out in the direction that are applicable in the area of jurisdiction of the authority.

Same

(10) Any regulation made by the Minister under subsection (9) prevails over any conflicting by-law that the authority may have adopted.

Where municipal legislation conflicts with any part of this by-law (eg. *Municipal Conflict of Interest Act* or the *Municipal Freedom of Information and Protection of Privacy Act* or a provision or a regulation made under any one of those Acts), the provision of the Act or regulation prevails.

The NBMCA's last update to the Administrative By-Law was December 2023.

Analysis:

The updated By-Laws were revised taking into consideration the wording from our previous version and the recommendations of the Conservation Authorities Act, Conservation Ontario's Best Management Practices and Administrative By-Law Model document, The Not-for-Profit Corporations Act, and other Conservation Authorities ByLaws.

Recommendation:

That the Board of Directors approve the changes to the Administrative By-Law as recommended in this report.

RECOMMENDED RESOLUTION:

THAT the Revised Administrative By-Laws be approved;

AND THAT the Revised Administrative By-Laws be appended to the minutes of this meeting.

Submitted By

**Rebecca Morrow, Human Resources Coordinator, Executive Assistant,
Deputy CAO**



NORTH BAY - MATTAWA
**CONSERVATION
AUTHORITY**

Administrative By-Laws

Presented: April 29, 2020

Adopted: April 29, 2020

Revised October 28, 2020

Revised January 27, 2021

Revised December 13, 2023

Revised June xx, 2025

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A. Introduction

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

Under the Act, municipalities within a common watershed are enabled to petition the province to establish a conservation authority. The Authority is comprised of its Members, appointed as representatives by the Participating Municipalities and are effectively directors also of the Authority. An additional member may be appointed to the authority by the Minister as a representative of the agricultural sector.

Based on Section 2 (2) of the *Conservation Authorities Act*, the Participating Municipalities appoint the following number of members:

City of North Bay	-	3 members
Municipality of Callander	-	1 member
Municipality of Powassan	-	1 member
Township of Chisholm	-	1 member
Township of East Ferris	-	1 member
Township of Bonfield	-	1 member
Township of Calvin	-	1 member
Township of Papineau – Cameron	-	1 member
Town of Mattawa	-	1 member
Township of Mattawan	-	1 member

Our Mission

The North Bay-Mattawa Conservation Authority provides leadership through coordination of watershed planning, implementation of resource management programs and promotion of conservation awareness and environmental stewardship in cooperation with others.

Our Vision

Providing effective leadership in the management of our watersheds where partners and communities are actively engaged in balancing human needs with the needs of the natural environment. The Members of the Conservation Authority form the General Membership of the Conservation Authority. The Members are bound by the Act and other applicable legislation. The Authority must always act within the scope of its powers. As a non-share corporation, the Authority has the capacity and, subject to the Act and other applicable legislation, the rights, powers and privileges of a natural person. The powers of a conservation authority to accomplish its objects are set out in the Act, including those identified under subsection 21(1).

Powers of authorities

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

- (a) to research, study and investigate the watershed and to support the development and implementation of programs and services intended to further the purposes of this Act;
- (b) for any purpose necessary to any project under consideration or undertaken by the authority, to enter into and upon any land, with consent of the occupant or owner, and survey and take levels of it and make such borings or sink such trial pits as the authority considers necessary;
- (c) to acquire by purchase, lease or otherwise any land that it may require, and, subject to subsections (2) and (4), 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) Repealed: 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;

~~(p) Repealed: 2020, c. 36, Sched. 6, s. 7 (4).~~

~~(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. R.S.O. 1990, c. C.27, s. 21; 1996, c. 1, Sched. M, s. 44 (1, 2); 1998, c. 18, Sched. I, s. 11; 2017, c. 23, Sched. 4, s. 19; 2020, c. 36, Sched. 6, s. 7; 2022, c. 21, Sched. 2, s. 2 (1).

B. Definitions

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

“Authority” means the North Bay-Mattawa Conservation Authority.

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

Board - means all of the members of the Authority, collectively

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

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

“Committee” means a Committee appointed by the Members.

Directors shall mean the members appointed to the Authority by the Participating Municipalities in the Authority’s area of jurisdiction and effectively act as directors as specified in the Ontario Not-For Profit Corporations Act (ONCA).

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

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

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

“Majority” means half of the votes plus one.

“Members” shall mean the members appointed to the Authority by the participating municipalities in the Authority’s area of jurisdiction and a member appointed to the Authority by the Minister as a representative of the agricultural sector (as applicable) and effectively act as directors as specified in the *Ontario Not-For Profit Corporations Act (ONCA)*.

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

“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 ~~Chief Administrative Officer/Secretary-Treasurer~~ and Deputy ~~Chief Administrative Officer~~ CAO.

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

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

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

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

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

“Weighted Majority Vote” means the votes of 51 per cent of those represented after the votes are weighted by the percentage that applied under the Act and Regulations under the Act.

~~(1.1) A notice provided under subsection (1) for a meeting must include the amount of the non-matching levy to be voted on and must be accompanied by the financial information relied on in support of that levy. O. Reg. 231/97, s. 1 (2).~~

~~(2) For the purpose of the definition of “weighted majority”, the weighting for a municipality may not exceed 50 per cent of the total weighting, except where the majority of the members of a conservation authority are appointed by one municipality. O. Reg. 139/96, s. 1 (2).~~

C. Governance

1. Members

a) Appointments

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

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 to the Authority by the Minister

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

Based on Section 2 (2) of the *Conservation Authorities Act*, the Participating Municipalities (listed below) currently appoint the following number of Members:

Township of Bonfield	1 member
Municipality of Callander	1 member
Township of Calvin	1 member
Township of Chisholm	1 member
Municipality of East Ferris	1 member
Town of Mattawa	1 member
Township of Mattawan	1 member
City of North Bay	3 members
Township of Papineau Cameron	1 member
Town of Powassan	1 member

The total number of members of the Authority, and the number of members that each participating municipality may appoint, shall be adjusted as required to ensure compliance with the *Conservation Authorities Act* 2(2) if the municipalities that are participating municipalities change or the population of a participating municipality changes to the degree that it would affect membership allotment.

(2) The total number of municipally appointed members of the authority and the number of municipal councillors that each participating municipality may appoint shall be adjusted as required to ensure compliance with subsection (1) if the municipalities that are participating municipalities change or the population of a participating municipality changes. 2001, c. 9, Sched. K, s. 1 (6); 2020, c. 36, Sched. 6, s. 2 (3).

Collectively, the appointed Members for the purpose of this by-law are also referred to as the General Membership.

b) Term of Member Appointments

In accordance with Section 14 of the Act, a Member shall be appointed for a term of up to four years at the discretion of the appointing municipal council, such term beginning at the first meeting of the Authority following the appointment and ending immediately before the first meeting of the Authority following the appointment of their 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 may be replaced by a Participating Municipality at the municipality's discretion prior to the end of their term by advising the CAO/Secretary-Treasurer in writing prior to permitting voting privileges for any newly appointed member. The Minister will define the term for the Member they appoint as a representative of the agricultural sector.

Notwithstanding the foregoing, a Member may be replaced at the Minister's discretion.

There are no provisions for alternates to participate as a voting Member on the Authority or any other committee of the Authority.

c) Powers of the General Membership

Subject to the Act and other applicable legislation, the General Membership is empowered, without restriction, to exercise all of the powers prescribed to the Authority under the Act. In addition to the powers of an authority under s.21 of the Act for the purposes of accomplishing its objects, as referenced in the introduction of this By-law model, the General Membership is responsible for the overall management of the Authority including without limitation the following five principal functions: include but are g five principal functions: (1) strategic planning; (2) financial oversight; (3) the development of a corporate policy; (4) senior management oversight; and (5) governance and legal compliance, as defined below:

1. Strategic Planning: The Board will adopt and maintain a strategic planning process, approve short term and long-term strategic plans, and monitor the performance of the NBMCA in achieving and sustaining those plans.

2. Financial Oversight: The Board will monitor the NBMCA's finances, including, without limitation, its future financial viability. The Board will ensure that the NBMCA is operated in a sound and prudent fiscal manner and shall undertake short- and long-term financial planning consistent with the NBMCA's mission, objectives and strategic plan(s). The Board will do so with the assistance of Staff, in its soled discretion, and the Executive Committee. Specifically, the Board will: The numbering is off below – no b and ii and iii
a) review and approve annual budgets, including municipal levies;
b) review and approve budget adjustments during the current budget year;

- c) review and approve the annual audit and the auditor's report; and
- d) regularly scrutinize and investigate all aspects of NBMCA's finances and, when necessary, determine appropriate actions.

3. Corporate Policymaking: The Board will ensure the existence of corporate policies that govern the NBMCA in key areas, in addition to those separately identified in this Governance section including, without limitation:

- i. the mission, vision and objectives of the NBMCA;
- ii. good corporate governance;
- iii. ethical conduct by NBMCA Staff and ~~Directors~~ Members;
- iv. equity, diversity, non-discrimination, harassment and abuse;
- v. privacy; and
- vi. health and safety.

In ensuring the existence of these policies, the Board will strive, to the extent reasonably possible, to promote a culture of honesty, integrity, equitable treatment, legal compliance and good governance.

The Board's authority with regard to policy development shall be to establish such policies, either directly, independent of Staff, or with the assistance of Staff, at its sole discretion. The Board may delegate the development and/or implementation of such policies, in its sole discretion, to the CAO or designate, which development and implementation shall be subject to Board oversight.

4. Senior Management Oversight: The Board shall have the authority to hire/appoint, evaluate the performance of and, to terminate the CAO. The Board shall establish and define the duties of the CAO, in its sole discretion, including, without limitation, the limits on the CAO's authority.

The Board shall establish the limits of authority of any other senior management Staff, in its sole discretion. ~~The Board will satisfy itself as to the integrity of the CAO and other senior managers.~~ The Board is further responsible for succession planning for the CAO.

The Board's primary connection to the operational organization will be through the CAO or his/her delegate, or through such other person(s) as the Board may designate.

Senior Managers may not be hired, terminated, demoted or otherwise have their job description or position changed without the CAO first obtaining a resolution from the Board of Directors.

5. Governance and Legal Compliance: The CAO shall manage the day-to-day operations of the organization, including all Staff of the Authority. The CAO is accountable to the Board and shall work cooperatively with the Board to achieve the goals established by the -Members. The Board will ensure that a process exists for regular performance evaluation of the CAO.

The CAO has ~~the full charge and direction~~ is responsible for the day to day direction of all Staff of the Authority, and is responsible for directing and coordinating the execution of programs, policies and decisions which the Board approves or adopts.

The CAO provides information and serves as liaison to the member municipalities as required by the Chair and the Board, and conducts the official correspondence of the Authority.

The CAO is accountable to the Board The CAO reports to the Chair and shall bring issues to the Board on a timely basis. All Board authority delegated to Staff is delegated through, or with notice to, the CAO.

Board decisions and policies, including this Administrative By-Law, as well as long- and short-term planning documents, shall, and are intended to, communicate the intent of the Board, direct the CAO to achieve certain results, and constrain the CAO to act within acceptable boundaries of prudence and ethics.

The CAO is authorized to establish further policies, make decisions, take actions and develop activities as long as they are consistent with, or are reasonable interpretations of, the Board's decisions and policies and are within the scope of authority delegated to the CAO by the Board. ~~The Board will respect and support the choices of the CAO while working the CAO's area of discretion.~~

All of the CAO's activities are subject to reasonable and responsible Board oversight and Board review.

Other duties of the General Membership include, without limitation:

- 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-(CAO)
- iii. Terminating the services of the CAO ~~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. Appointing an Executive Committee and delegate to the Committee any of its powers except:
 - i. The termination of the services of the ~~Chief Administrative Officer/Secretary-Treasurer, (CAO)~~
 - ii. The power to raise money, and
 - iii. The power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the Authority.
- vii. Approving by resolution, any new capital project of the Authority;

- viii. Approving by resolution, the method of financing any new capital projects;
- ix. Approving details on budget allocations on any new or existing capital projects;
- x. Approving ~~of~~ the total budget for the ensuing year, and approving the ~~levies~~ apportionment to be paid by the Participating Municipalities, ~~and any associated levies~~;
- ~~xi.~~ Receiving and approving the Financial Statements and Report of the Auditor for the preceding year;
- ~~xii.~~ Authorizing the borrowing of funds on the promissory note of the Authority in accordance with subsection 3(5) of the Act;
- ~~xiii.~~ Approving by resolution, any proposed expropriation of land or disposition of land, subject to the requirements under the Act;
- ~~xiv.~~ Approving permits or refusing permission as may be required under any regulations made under Section 28 of the Act, including the delegation of this responsibility to ~~Chief Administrative Officer~~ CAO consistent with Ontario Regulation 177/06; ~~and~~
- 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 of Natural Resources and Forestry through the Mining and Lands Tribunal;

d) Member Accountability

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

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

All Members have the responsibility to be guided by and adhere to the Code of Conduct (Appendix 1) and Conflict of Interest Policy (Appendix 2), as adopted by the Authority. Additionally, the agriculture 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;
- v. Supporting the goals and objectives of the Authority's programs and policies;
- vi. Keeping his/her/they/their respective municipality informed of the Authority programs, projects and activities;
- vii. Being prepared to discuss issues at Authority meetings.

e) *Applicable Legislation*

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

- *Municipal Conflict of Interest Act*
- *Municipal Freedom of Information and Protection of Privacy Act, and*
- *Not-for-Profit Corporations Act, 2010*

If any part of the by-law conflicts with any provision of the *Municipal Conflict of Interest Act* or the *Municipal Freedom of Information and Protection of Privacy Act* or a provision of a regulation made under one of those acts, the provision of that act or regulation prevails. The same applies to conflicts between these by-laws and the *Not-for-Profit Corporations Act* except where directed by the *Conservation Authorities Act* in which case the Act prevails.

f) *Relationship Between Members and Staff*

The ~~Chief Administrative Officer/Secretary-Treasurer~~ CAO shall manage the operations of the organization, including all employees of the Authority. The ~~CAO Chief Administrative Officer/ Secretary-Treasurer~~ is responsible for directing and evaluating the development and execution of the annual business plan and budget, programs, policies and decisions consistent with the direction set out in the Strategic Plan and as directed by the Authority. The ~~Chief Administrative Officer/Secretary-Treasurer~~ CAO 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~~ CAO. The review will be conducted at least annually, and will be documented in writing.

The CAO Secretary-Treasurer will draft his/her goals at the beginning of each year and request input from the Board of Directors before they are finalized in the performance plan. At the end of the year, the CAO Secretary-Treasurer will prepare a report on how he/she performed against the goals. This report is provided to the Board of Directors. At the end of the year, the Board may use a Closed Session to consider the performance of the CAO. The Chair or the Vice Chair will review the Board's view of his/her performance with the CAO.

2. **Officers**

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

Chair

- Is a Member of the Authority;
- Presides at all meetings of the General Membership and Executive Committee;
- Calls special meetings if necessary;
- Acts as a public spokesperson on behalf of the General Membership;
- Serves as signing officer for the Authority;
- Serves as the voting delegate at Conservation Ontario Council meetings;
- Ensures relevant information and policies are brought to the Authority's attention;

- Keeps the General Membership apprised of significant issues in a timely fashion;
 - Performs other duties when directed to do so by resolution of the Authority.
 - Provides direction and support, as may be required, to the CAO/Secretary-Treasurer to ensure policies, programs, and projects adopted by the Authority and/or prescribed by legislation are implemented;
 - Directs the CAO Secretary-Treasurer in the operations and administration of the Authority.
 - Meet at the request of the CAO Secretary-Treasurer to discuss personnel matters
 - Deal with urgent financial matters that may arise from time to time
 - Deal with matters regarding land disposition, acquisition or other confidential land
 - May participate in an employment interview as part of the Hiring Committee – or in any other Staff interview as determined appropriate by the Chair
 - May assist the CAO with employee hiring, evaluation, discipline, or termination of Staff either alone or in conjunction with a Committee of the Board
 - Review and approve Employment Contracts/Agreements before employment offers are made or prior to introducing amended terms of employment to existing Staff, or at any other reasonably prudent time
- Is an ex-officio member of all committees, sub-committees and Ad-Hoc committees appointed from time to time by the Board of Directors.

Vice-Chair(s)

- Is a Member of the Authority;
- Attends all meetings of the Authority and Executive Committee;
- Carries out assignments as requested by the Chair;
- Understands the responsibilities of the Chair and acts as Chair immediately upon the death, incapacity to act, absence or resignation of the Chair until such time as a new Chair is appointed or until the Chair resumes his/her/they/their duties;
- Serves as the Second Alternate voting delegate at Conservation Ontario Council meetings;
- Serves as a signing officer for the Authority.
- Meets at the request of the CAO Secretary-Treasurer to discuss personnel matters
- May participate in an employment interview as part of the Hiring Committee, or in any other Staff interview as determined by the Chair
- May assist the CAO Secretary-Treasurer with employee hiring, evaluation, discipline, or termination of Staff either alone or in conjunction with a Committee of the Board
- Review and approve Employment Contracts/Agreements before employment offers are made or prior to introducing amended terms of employment to existing Staff, or at any other reasonably prudent time
- Is an ex-officio member of all committees, sub-committees and Ad-Hoc committees appointed from time to time by the Board of Directors.

Chief Administrative Officer, Secretary-Treasurer (CAO)

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

- Is an employee of the Authority;
- Attends all open meetings of the General Membership (and Executive Committee if applicable) or designates an acting CAO if not available;
- **Is subject to the direction of the Board**
- Works in close collaboration with the Chair and Vice-Chair and keeps them apprised of relevant information and significant issues in a timely fashion;
- Develops a strategic plan for approval by the General Membership and implements short and long-range goals and objectives;
- Is responsible for the management of the operations of the Authority, including all staff and programs of the Authority, **subject to applicable oversight as noted in this Administrative Bylaw;**
- Ensures resolutions of the Authority are implemented in a timely fashion;
- Develops and maintains effective relationships and ensures good communications with Participating Municipalities, federal and provincial government ministries/agencies, Indigenous communities, other conservation authorities, Conservation Ontario, stakeholders, community groups and associations;
- Serves as a signing officer for the Authority.
- Serves as the First Alternate voting delegate at Conservation Ontario Council meetings;
- Fulfills the requirements of the Secretary-Treasurer as defined in the Act;
- Is the custodian of the Corporate Seal;
- Informs the Chair, in writing, of any absences, vacation dates, leaves, illness or any other situation that may affect their ability to perform their duties on a daily basis.
- Delegates their duties while they are away to the Deputy CAO or designate if the Deputy CAO is unavailable, with prior approval of the Chair where reasonably possible.
- **— This should be moved to the duties of the Deputy CAO**
- Works in close collaboration with the Deputy CAO and other Senior leaders.

Deputy CAO

- Is an employee of the Authority;
- Serves as a signing officer for the Authority.
- In the event of a sudden unexpected loss of the CAO Secretary-Treasurer, the Deputy CAO will take on the duties of the CAO Secretary-Treasurer unless otherwise decided by the Board

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

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

~~4. Representatives to Conservation Ontario Council~~

~~The Authority may appoint up to three Representatives to Conservation Ontario Council ("Council"), designated as Voting Delegate and Alternate(s). Council will consist of the Voting Delegates appointed by each Member Conservation Authority. The Voting Delegate and Alternate(s) shall be registered with Conservation Ontario annually. The appointments will be made at the Annual Meeting of the Authority.~~

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

5.4. Election of Chair and Vice-Chairs

The election of the Chair and Vice-Chair shall be held at the first meeting held at the Annual meeting of the Authority in accordance with the Authorities Procedures for Election of Officers (Appendix 3). Successors to the position of Chair and Vice-Chair shall be a Member from a different municipality from the incumbent.

At the first meeting held in each year or at such other meeting as may be specified by the authority's by-laws, the authority shall appoint a chair and one or more vice-chairs from among the members of the authority. 1996, c. 1, Sched. M, s. 43; 2017, c. 23, Sched. 4, s. 14.

Representation from each Municipality

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. 2020, c. 36, Sched. 6, s. 4.

Exception

Despite subsections (1.1) and (1.2), upon application 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. 2020, c. 36, Sched. 6, s. 4.

Vacancy

(2) Subject to subsection (1), upon the death of the chair or a vice-chair, or upon the incapacity of the chair or a vice-chair to act, or upon the chair or a vice-chair ceasing to be a member of the authority, the remaining members may appoint a member to fill such vacancy. R.S.O. 1990, c. C.27, s. 17 (2).

Absence of chair and vice-chairs

(3) In the event of the absence of the chair and the vice-chairs from any meeting of an authority, the members present shall appoint an acting chair who, for the purposes of such meeting, has all the powers and shall perform all the duties of the chair. R.S.O. 1990, c. C.27, s. 17 (3)

5.1 Maximum Term for Chair and Vice-Chair

The term of the office for the Authority Chair and Vice-Chair is a maximum of two (2) consecutive years.

Term of chair, vice-chair

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. 2020, c. 36, Sched. 6, s. 4.

6.5. Appointment of Auditor

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

7.6. Appointment of Financial Institution

The General Membership, at its Annual Meeting, shall appoint a financial institution to act as the Authority's banker by Resolution .

8.7. Appointment of Solicitor

The General Membership, at its Annual Meeting, shall appoint a solicitor to act as the Authority's legal counsel by Resolution.

9.8. Financial Statements and Report of the Auditor

The General Membership shall receive and approve the Audited Financial Statements and Report of the Auditor annually for the previous year by April 30th.

The Authority shall forward copies of the Audited Financial Statements and Report of the Auditor to Participating Municipalities and the Minister in accordance with Section 38 of the Act, will post the Audited Financial Statements on the Authority's website and Report and make the Audited Financial Statements available to the public.

10-9. Borrowing Resolution

If required, the Authority shall establish a borrowing resolution and such resolution shall be in force until it is superseded by another borrowing resolution.

11-10. ~~Levy~~Apportionment Notice

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

12-11. Signing Officers

All deeds, transfers, assignments, contracts, and obligations entered into by the Authority shall be signed by two of the signing officers of the Authority, as follows: Chair, Vice-Chair, CAO/Secretary-Treasurer and Deputy CAO.

Payments incidental to all works, services, or goods purchased by the Authority to a maximum as set out in the Purchasing Policy will be signed or authorized by any two of the four Signing Officers, while payments which exceed the maximum set out in the Purchasing Policy will be signed by at least one of the Chair or Vice-Chair and one of the ~~Chief Administrative Officer/Secretary-Treasurer~~(CAO) or Deputy CAO.

The CAO/~~Secretary-Treasurer~~ is empowered to authorize transfer of funds between the Authority bank accounts.

The CAO/~~Secretary-Treasurer~~ may sign documents on behalf of the Authority which created obligations within approved spending authorizations as set out in the Purchasing Policy, as necessary, may sign agreements and documents for the ongoing operations of the Authority and its programs such as the Drinking Water Source Protection Program.

All deeds, land transfers, assignments, contracts, and obligations entered into by the Authority, not specified above, will be signed by one of the Chair or Vice-Chair and one of the CAO/Secretary-Treasurer or Deputy CAO.

Signing authority may be delegated to staff by the CAO/Secretary-Treasurer for purchases within approved budgets and/or as set out in the Purchasing Policy of the Authority.

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

Expenditures will be made in accordance with the Purchasing Policy of the Authority.

13-12. Executive Committee

The Authority will appoint an executive committee at the first meeting of the General Membership each year in accordance with the Section 19 of the Act

The Executive Committee of the Conservation Authority will at a minimum do the following:

- Hold hearings for matters to be heard under Section 28 of the Conservation Authorities Act; and

- Serve as the Finance and Administration Advisory Board with responsibility for deliberating and making recommendations to the Board of Directors on the annual budget or administrative matters.

14.13. Advisory Boards and Other Committees

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

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

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

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

The dates of all advisory board and committee meetings shall be made available to all Members of the Authority.

15.14. Remuneration of Members

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

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

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

If no quorum is present at a General Meeting, or any other meeting of the Authority, the per diem and travel expenses shall be paid to those in attendance.

The per diem rate and travel allowances will be reviewed at least every four years, or at the request of the Authority.

16.15. Records Retention

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 interests 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 and 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.

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

17-16. Records Available to Public

Records of the Authority shall be made available to the public, subject to requirements of the *Municipal Freedom of Information and Protection of Personal Privacy Act* (MFIPPA) and further to O. Regulation 400/22 Information Requirements.

The Authority has delegated its responsibilities as head of the Authority for the purposes of MFIPPA to the CAO/Secretary-Treasurer.

18-17. By-law Review

In accordance with the Act, the Authority shall make its by-laws available to the public on the Authority's website. By-laws shall also be available for review by any member of the public at the Authority's administration centre or provided in alternative formats, in accordance with *Disabilities Act*, if requested by interested parties. These by-laws shall be reviewed by the Authority to ensure the by-laws are in compliance with the Act and any other relevant law. The General Membership shall review the by-laws on a regular basis to ensure best management practices in governance are being followed. The reviews will take place at a minimum every five years.

19-18. By-law Available to Public

In accordance with the Act, the Authority shall make its by-laws available to the public on the Authority's website. By-laws shall also be available for review by any member of the public at the Authority's administration centre or provided in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

20-19. Enforcement of By-laws and Policies

- The Members shall respect and adhere to all applicable by-laws and policies (for example, the Code of Conduct and Conflict of Interest). The Authority may take reasonable measures to enforce its by-laws and policies, including the enforcement mechanisms under the *Municipal Conflict of Interest Act*. Should an investigation be conducted regarding the alleged breach: an opportunity for the affected Member to respond to the allegation;
- a closed meeting of the General Membership to communicate the findings of the investigation and the affected Member's response;
- notifying the appointing Municipality or the appointing Minister of the outcome of the investigation.

21-20. Indemnification of Members, Officers and Employees

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

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

D. Meeting Procedures

The Meeting Procedures below governing the procedure of the Authority shall be observed in Executive Committee, Advisory Board or Committee meetings, as far as they are applicable, and the words Executive Committee, Advisory Board or Committee may be substituted for the word Authority as applicable. When the Authority or Executive Committee, as the case may be, are sitting as a Hearing Board, hearings will meet the requirements of the *Statutory Powers and Procedures Act SPPA*, the details of which are specified in NBMCA's Hearings and Procedural Manual.

1A. Rules and Procedures

In all matters of procedure not specifically dealt with under the Act and this By-law, the current edition of Bourinot's Rules of Order will be followed.

1B. Declared State of Emergency

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 7.0.1 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:

- a) register a vote;
- b) be counted towards determining quorum; and
- c) participate in meetings closed to the public.

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 7.0.1 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.

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 7.0.1 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.

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 7.0.1 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.

2. Notice of Meeting

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

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

- i) The Authority generally meet 11 times per year. Meetings will not generally be held in July.
- ii) Authority meetings shall normally be held at the North Bay-Mattawa Conservation Authority's Administration Office.
- iii) Authority meetings will generally be scheduled on the fourth Wednesday of the month, at a consistent time agreed upon by the Authority.

All material and correspondence to be dealt with by the Authority at a meeting will be submitted to the CAO/Secretary-Treasurer 14 calendar days in advance of the meeting where it is to be dealt with.

The Chair may, at his/her pleasure, call a special meeting of the Authority as necessary on ~~72~~ 24 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. Any member, with 50% support of the other members, may also request the Chair to call a meeting of the Authority and the Chair will not refuse.

It shall be the responsibility of the CAO or designate to use their best efforts to forwards Members all notices and agendas for special meetings a minimum of 24 hours in advance of such meetings.

The Chair may at his/her pleasure, call an emergency meeting of the Authority as deemed necessary without notice. Every attempt will be made to give members as much notice as possible and to contact members by phone or email. Only the business of the emergency shall be considered at the emergency meeting.

Agendas for special or emergency meetings of the authority shall be prepared as directed by the Chair. Agendas will be forward to all members with as much notice as possible. Such agendas will be made available to the public on the Authorities 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.

A Resolution in lieu of meeting signed by all the members entitled to vote on that resolution at a meeting of the members is as valid as if it has been passed at a meeting of the members.

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

The Chair or the 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 attendance can be met. Postponement shall not be for any longer than the next regularly scheduled meeting date.

3. Meetings Open to Public

All meetings of the General Membership and Executive Committee (if applicable) shall be open to the public.

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

4. Agenda for Meetings

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

1. Approval of Agenda
2. Declaration of Pecuniary Interest
3. Approval of Minutes of Previous Meeting
4. Delegations
5. Business Reports
6. Verbal Reports/updates
7. Presentations
8. Correspondence
9. New Business
10. Closed In-Camera session (as required)
11. Adjournment

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

Agendas for meetings shall be forwarded to all Members at least 5 calendar days in advance of the meeting. Such agendas will 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 to anyone in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

5. Quorum

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

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

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

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

6. Order of Business

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

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

7. Debate

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

- a. A Member shall be recognized by the Chair prior to speaking;
- b. Where two or more Members rise to speak, the Chair shall designate the Member who has the floor, who shall be the Member who in the opinion of the Chair was first recognized;

- c. All questions and points of discussion shall be directed through the Chair;
- d. Where a motion is presented, it shall be moved and seconded before debate;
- e. No Member shall speak more than once to the same question without leave from the Chair, except in explanation of a material part of the speech;
- f. No Member shall speak more than 10 minutes without leave of the Chair;
- g. Any Member may ask a question of the previous speaker through the Chair;
- h. The Member who has presented a motion, other than a motion to amend or dispose of a motion, may speak again to the motion immediately before the Chair puts the motion to a vote;
- i. When a motion is under debate, no motion shall be received other than a motion to amend, to defer action, to refer the question, to take a vote, to adjourn, or to extend the hour of closing the proceedings;
- j. When a motion is under consideration, only one amendment is permitted at a time.

8. Matters of Precedence

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

- a) a point of order;
- b) matter of privilege;
- c) a matter of clarification;
- d) a motion to suspend a rule of procedure or to request compliance with the rules of procedure;
- e) a motion that the question be put to a vote;
- f) a motion to adjourn.

9. Members' Attendance

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

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

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.

If a Member is unable to attend any meeting and wishes to bring any additional information or opinion pertaining to an agenda item to the General Membership, the Member shall address in writing or email to the Chair or 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.

10. Electronic Meetings and Participation

Electronic meetings are permitted and must follow/accommodate all. Meeting Procedures identified in this by-law, or in the case of Hearings, NBMCA's *Hearings and Procedural Manual*.

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.

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 attend the meeting electronically and be able to observe all that Members can hear and see at the meeting.

Electronic participation will not be allowed at the Annual General Meeting of the Board or at any meeting where the yearly budget is being considered unless a member municipality or part thereof is under a Declared Emergency.

11. Delegations

Any person or organization who wishes to address the Authority may make a request in writing or email 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). If such request is received 14 days in advance of a scheduled meeting, the delegation shall be listed on the published agenda.

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

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

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

Members of the public are to submit a written request to the ~~CAO/Chief Administrative Officer/Secretary-Treasurer~~ at least ten (10) business days prior to the scheduled Authority

meeting, should they wish to address or ask questions about items on the agenda, and must indicate the business to be discussed, number of delegates and other pertinent information.

Generally, no more than three (3) delegations will be heard at a meeting; in the event of an extraordinary number of delegations, the Chair may call a special Meeting.

Members of the public in attendance at a meeting will be provided an opportunity to speak on any matter of their choosing. The speaker will be limited to one topic and presentations are not to exceed three (3) minutes in length.

12. Annual Meeting

The Authority shall designate one meeting of the General Membership each year as the Annual Meeting. This may occur at the first meeting of the year and be held before the 1st day of March. The Annual Meeting shall include the following items on the agenda, in addition to the normal course of business:

- a) The introduction of new members
- b) The election of a Chair and Vice-Chair
- c) The election of the Executive Committee members
- d) Appointment of a Solicitor, External Auditor, Financial Institution, and representation on Conservation Ontario; and
- e) Borrowing Resolution

13. Meetings with Closed “In Camera” Sessions

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

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

- a) The security of the property of the Authority;
- b) Personnel 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. Local Planning Appeal Tribunal), affecting the Authority;
- f) Advice that is subject to solicitor-client privilege;
- g) a matter in respect of which the General Membership, Executive Committee, Advisory Board or Committee or other body may hold a closed meeting under another act;
- 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 Authority shall close a meeting if 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.

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

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

- 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 General Membership during a closed meeting shall be returned to the CAO/Secretary-Treasurer or designate prior to departing from the meeting and shall be treated in accordance with the Authority's procedures for handling confidential material **except to the extent that the Board determines otherwise for reasonable purposes to conduct Member duties.**

A meeting of the Authority, Executive Committee, Advisory Board or Committee 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, the Executive Committee, Advisory Board or Committee.

c) _____

During a Closed session, The Chair, at their discretion, may determine it appropriate to hold a meeting, in the absence of the CAO Secretary-Treasurer and without any other Staff in attendance. In this event, the Chair will appoint a Member to be the recording secretary for the purpose of taking meeting notes and such meeting notes may be held in confidence at the Chair's discretion.

14. Voting

In accordance with Section 16 of the Act:

- a) each Member including the Chair, is entitled to one vote, and

- b) a majority vote of the Members present at any meeting is required upon all matters coming before the meeting.

The Minister appointed agriculture representative shall not have a vote on a resolution to enlarge an authority's area of jurisdiction; or a resolution to amalgamate an authority with another authority; or a resolution to dissolve the authority; or a resolution relating to any budgetary matter.

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

On a tie vote, the motion is lost.

Interrelated motions shall be voted on in the order specified in Bourinot'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 in alphabetical order by surname, with the Chair voting last. Each Member, 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 or designate shall record each vote.

At the meeting of the Authority at which the ~~Non-Matching Levy~~ municipal apportionment is to be approved, the CAO/Secretary-Treasurer shall conduct the vote to approve of ~~Non-Matching Levy by a~~ the apportionment by a Weighted Majority of the Members present and eligible to vote, in accordance with Ontario Regulation ~~139/96.~~ 402/22 Budget and Apportionment.

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

Except as provided in Section B, Paragraph 4 of this By-law (Election of Chair and Vice-Chair), no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

There is no provision for proxy voting for any meeting of the Authority.

15. Notice of Motion

Written notice of motion to be made at an Authority, Executive Committee, Advisory Board or Committee meeting may be given to the CAO/Secretary-Treasurer by any Member of the Authority not less than seven (14) calendar 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.

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

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

Notwithstanding the foregoing, any motion or other business may be introduced for consideration of the Authority provided that it is made clear that to delay such motion or other business for the consideration of an appropriate Advisory Board or Committee (or Executive Committee as applicable) 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.

16. Motion to Reconsider

If a motion is made to reconsider a previous motion, a two-thirds majority vote of the Members present 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.

17. Duties of the Meeting Chair

It shall be the duty of the Chair, with respect to any meetings over which he/she presides, 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;
- e) Adjourn the meeting when business is concluded.

18. Conduct of Members

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

No Member at any meeting of the Authority shall:

- a) 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;

- b) Leave their seat or make any noise or disturbance while a vote is being taken or until the result is declared;
- c) Interrupt a Member while speaking, except to raise a point of order or a question of privilege;
- d) Speak disrespectfully or use offensive words against the Authority, the Members, staff, or any member of the public;
- e) Speak beyond the question(s) under debate;
- f) Resist the rules of order or disobey the decision of the Chair on the questions or order or practices or upon the interpretation of the By-laws.

19. Expulsion from Meeting

The Chair shall have the power to expel from a meeting any Member of the Authority or other person who is guilty of improper conduct at such meeting and, in the case of the exclusion of a Member of the Authority, the reasons for such exclusion shall be entered into the minutes.

In the case of an apology being made by the offender, the Member may, by vote of the Authority, be permitted to retake their seat.

20. Minutes of Meetings

The CAO/Secretary-Treasurer shall undertake to have a recording secretary in attendance at meetings of the Authority, the Executive Committee and each Advisory Board or Committee. The recording secretary shall make a record in the form of minutes of the meeting proceedings and in particular shall record all motions considered at the meeting. If a recording secretary is not present in a closed session, the CAO/Secretary-Treasurer or their delegate shall take notes of any direction provided, for endorsement by the Chair and Vice-Chair.

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

The 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. Should a meeting not be scheduled for the next month, the draft minutes will be circulated to each Member of the Authority no later than 30 calendar days after the meeting.

Minutes will be reviewed and approved, with or without amendments, at the next meeting.

Minutes of the Authority Board meetings or Executive Committee are to be posted to the NBMCA's website within 30 calendar days of a meeting. Minutes that have not been approved will be titled "Draft" until the approved minutes have been approved by the Board of Directors. After the minutes have been approved by resolution, original copies 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. 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. A copy of approved Authority Board meeting minutes will be distributed to all Clerks of each Member municipality.

All matter arising out of Authority meetings, and supporting technical reports, shall form part of the public record and shall be available for public review immediately upon request. Exceptions to the foregoing include matters discussed in closed sessions.

Revocation of previous administrative By-laws

Upon approval and adoption by board resolution of the North Bay Mattawa's Conservation Authority Administrative By-Laws, all such previous administrative by-laws, policies or procedures be revoked.

E. Appendices to the Administrative By-law

Appendix 1 - Code of Conduct

1. Background

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

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

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

2. General

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

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

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

- 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 confidentiality;
- iv. approaches all Authority issues with an open mind, with consideration for the organization as a whole;
- v. exercises the powers of a Member when acting in a meeting of the Authority;
- vi. respects the democratic process and respects decisions of the General Membership, Executive Committee, Advisory Boards and other Committees;
- vii. declares any direct or indirect pecuniary interest or conflict of interest when one exists or may exist; and
- viii. conducts oneself in a manner which reflects respect and professional courtesy and does not use offensive language in or against the Authority or against any Member or any Authority staff.

3. 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.

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 a closed meeting are confidential.

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

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

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

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

- i. Human Resources matters;
- ii. Information about suppliers provided for evaluation that 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 tenders or requests for proposals;
- viii. Appraised or estimated values with respect to the Authority's proposed property acquisitions or dispositions;
- ix. Information deemed to be "personal information" under MFIPPA.

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 election or 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 delegations and for fellow Members requires that all Members show courtesy and not distract from the business of the Authority during presentations and when others have the floor.

8. Influence on Staff

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

9. Business Relations

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

No Member shall act as a paid agent before the Authority, the Executive Committee or an Advisory Board or Committee of the Authority, except in compliance with the terms of the *Municipal Conflict of Interest Act*.

10. 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.

11. Harassment

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

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

12. Breach of Code of Conduct

Should a Member breach the Code of Conduct, they shall advise the Chair and Vice-Chair, with a copy to the 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 the Vice-Chair, with a copy to the CAO/Secretary-Treasurer, in writing.

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

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

Appendix 2 - Conflict of Interest

1. *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 is bound by the *Municipal Conflict of Interest Act*. This appendix to the by-law is intended to assist Members in understanding their obligations. Members are required to review the *Municipal Conflict of Interest Act* on a regular basis.

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

2. *Disclosure of Pecuniary Interest*

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

- 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 whether before, during or after the meeting to influence the voting on any such question.
- d) shall file a written statement of the Conflict of Interest and its general nature with the ~~Chief Administrative Officer Secretary Treasurer~~ CAO

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, Executive Committee, Advisory Board 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, Executive Committee, Advisory Board or Committee, as the case may be.

6B. Registry Maintained for Public Inspection

The Authority shall maintain a registry in which 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 and Vice-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 Conflict of Interest Policy, 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 Conflict of Interest Policy, the said breach shall be communicated the Vice-Chair, with a copy to the CAO/Secretary-Treasurer, in writing.

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

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

Appendix 3 - Procedure for Election of Officers

1. Voting

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

2. Acting Chair

The General Membership shall appoint a person, who is not a voting Member, as Acting Chair or Returning Officer, 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 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 as follows:

- a) The elections shall be conducted in the following order:
 - i. Election of the Chair, who shall be a Member of the Authority
 - ii. Election of the Vice-chair, who shall be Members of the Authority
 - iii. Election of the Executive Committee.
- b) The Acting Chair shall ask for nominations to each position;
- c) Only current Members of the Authority who are present may vote;
- d) Nominations shall be called three (3) times and will only require a mover;
- e) The closing of nominations shall require both a mover and a seconder;
- f) Each Member nominated shall be asked to accept the nomination. The Member must be present to accept the nomination unless the Member has advised the 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 of the alphabetical listing by surnames.

- i) Upon the acceptance by nominees to stand for election to the position of office, ballots shall be distributed to the Members by the scrutineers for the purpose of election and the Acting Chair shall ask the Members to write the name of one individual only on the ballot.
- j) The scrutineers shall collect the ballots, leave the meeting to count the ballots, return and advise the Acting Chair who was elected with more than 50% of the vote.

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

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