



**Credit Valley
Conservation**
inspired by nature

CREDIT VALLEY CONSERVATION AUTHORITY

Administrative By-Laws

Adopted August 24, 2018

CREDIT VALLEY CONSERVATION AUTHORITY

Administrative By-Laws

Contents

I. Administrative By-Law	3
Introduction	3
A. Definitions	6
B. Governance	7
1. Members	7
2. Officers	9
3. Absence of Chair/President and Vice-Chair(s)	10
4. Absence of a Member	10
5. Maximum Term for Chair/President and Vice-Chair(s)	10
6. Representatives to Conservation Ontario Council	10
7. Election of Chair/President and Vice-Chairs	10
8. Appointment of Auditor	10
9. Financial Statements and Report of the Auditor	10
10. Borrowing Resolution	10
11. Levy Notice	11
12. Signing Officers	11
13. Advisory Boards and Other Committees	11
14. Remuneration of Members	11
15. Records Retention	11
16. By-law Review	11
17. By-law Available to Public	12
18. Enforcement of By-laws and Policies	12
19. Indemnification of Members, Officers and Employees	12
C. Meeting Procedures	13
1. Rules of Procedure	13
2. Notice of Meeting	13
3. Meetings Open to Public	13

4.	Agenda for Meetings.....	13
5.	Quorum.....	14
6.	Order of Business.....	14
7.	Debate.....	15
8.	Matters of Precedence	15
9.	Members’ Attendance	15
10.	Electronic Participation.....	15
11.	Delegations	16
12.	Annual Meeting.....	16
13.	Meetings with Closed “In Camera” Sessions	16
14.	Voting.....	18
15.	Notice of Motion.....	18
16.	Motion to Reconsider	19
17.	Duties of the Meeting Chair.....	19
18.	Conduct of Members	19
19.	Minutes of Meetings.....	19
D.	Approval of By-law and Revocation of Previous By-law(s)	21
E.	Appendices to the Administrative By-law.....	22
	Appendix 1 – CVCA Code of Conduct.....	22
	Appendix 2 - Procedure for Election of Officers	41

I. Administrative By-Law

Introduction

Credit Valley Conservation Authority (CVCA) 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 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 purpose of the Act is to provide for the organization and delivery of programs and services that further the conservation, restoration, development and management of natural resources in watersheds in Ontario. The authority is comprised of its Members, appointed as representatives by the participating municipalities. Participating municipalities in CVCA's jurisdiction are as follows:

- Region of Halton
- Region of Peel
- Town of Erin
- Town of Mono
- Town of Orangeville
- Township of Amaranth
- Township of East Garafraxa

CVCA's Vision/Mission

Our Vision: A thriving environment that protects, connects and sustains us.

Our Mission: Together, it's our nature to conserve and our future to shape through the power of science, education, policy and leadership.

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) of the *Conservation Authorities Act* as follows:

Powers of authorities

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

(a) to study and investigate the watershed and to determine programs and services whereby the natural resources of the watershed may be conserved, restored, developed and managed;

(b) for any purpose necessary to any project under consideration or undertaken by the authority, to enter into and upon any land 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 and to expropriate any land that it may require, and, subject to subsection (2), to sell, lease or otherwise dispose of land so acquired;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(p) to cause research to be done;

(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.

A. Definitions

“Authority” means the Credit Valley Conservation Authority.

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

“Chair” means the Chairperson and President as referenced in the Act as elected by the Members of the authority.

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

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

“General Membership” means all of the Members, collectively.

“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.

“Minister” means the Minister responsible for administration of the Act.

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

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

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

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

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

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

“Vice-Chair” means the Vice-Chairperson as elected by the 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” means the votes of 51 per cent of those represented after the votes are weighted by the percentage that applies under Ontario Regulation 139/96 for municipal levies.

B. Governance

1. Members

a) *Appointments*

Participating municipalities within the jurisdiction of the Credit Valley Conservation Authority may appoint members in accordance with Section 14 of the Act.

Appointed Members must reside in a participating municipality within the authority's area of jurisdiction and may include citizens as well as elected members of municipal councils.

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

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 his or her appointment and ending immediately before the first meeting of the authority following the appointment of his or her replacement. The Secretary-Treasurer shall notify the appropriate municipality in advance of the expiration date of any Member's term, unless notified by the municipality of the Member's reappointment or the appointment of his or her replacement. A Member is eligible for reappointment. A Member can be replaced by a participating municipality at the municipality's discretion prior to the end of their term.

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, the powers of the general membership include but are not limited to:

- i. Approving by resolution, the creation of committees and/or advisory boards, the members thereof and the terms of reference for these committees and/or advisory boards;
- ii. Appointing a Chief Administrative Officer and/or Secretary-Treasurer;
- iii. Terminating the services of the Chief Administrative Officer and/or Secretary-Treasurer.
- iv. Approving establishing and implementing regulations, policies and programs;
- v. 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 (Section 19.1 (d) of the Conservation Authorities Act):
 - i. The termination of the services of the Chief Administrative Officer and/or 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.
- vii. Approving by resolution, any new capital project of the authority;
- viii. Approving by resolution, the method of financing any new capital projects;
- ix. Approving details on budget allocations on any new or existing capital projects;

- x. Approving of the total budget for the ensuing year, and approving the levies to be paid by the participating municipalities;
- xi. Receiving and approving the financial statements and report of the auditor for the preceding year;
- xii. Authorizing the borrowing of funds on the promissory note of the authority in accordance with subsection 3(5) of the Act;
- xiii. Approving by resolution, any proposed expropriation of land or disposition of land, subject to the requirements under the Act;
- xiv. Approving permits or refusing permission as may be required under any regulations made under Section 28 of the Act [Delegated to staff as per CVCA Resolution #70/03]
- xv. Holding hearings required for the purpose of reviewing permit applications, and advising every applicant of their right to appeal the decision to the Minister through the 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.

All Members have the responsibility to be guided by and adhere to the CVCA Code of Conduct Policy (Appendix 1), as adopted by the authority by Resolution #56/12.

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.

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 (MFIPPA)*

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.

f) Relationship Between Members and Staff

The general membership relies on the Chief Administrative Officer and/or Secretary-Treasurer to manage the operations of the organization, including all employees of the Authority. The Chief Administrative Officer and/or Secretary Treasurer is accountable to the authority, working cooperatively to achieve the goals established by the authority.

The general membership will ensure that a process exists for regular performance evaluations of the Chief Administrative Officer and/or Secretary-Treasurer. At a minimum an annual review will be conducted.

2. Officers

The officers of the authority, and their respective responsibilities, shall be:

Chair/President

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

Vice-Chair(s)

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

Chief Administrative Officer (CAO) / Secretary-Treasurer

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 meetings of the general membership (and executive committee if applicable) or designates an acting CAO if not available;
- Works in close collaboration with the Chair/President and Vice-Chair(s) and keeps them apprised of relevant information and significant issues in a timely fashion;
- Develops a strategic plan for approval by the general membership and implements short and long-range goals and objectives;
- Is responsible for the management of the operations of the authority, including all staff and programs of the authority;
- Ensures resolutions of the authority are implemented in a timely fashion;
- Develops and maintains effective relationships and ensures good communications with participating municipalities, federal and provincial government ministries/agencies, Indigenous communities, other conservation authorities, Conservation Ontario, stakeholders, community groups and associations;
- Fulfills the requirements of the Secretary-Treasurer as defined in the Act;
- Is the custodian of the corporate seal;
- Serves as a signing officer for the authority;
- Serves as head of the authority for MFIPPA;
- Performs other duties when directed to do so by resolution of the authority.

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

In the event of the absence of the Chair/President 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/President.

4. Absence of a Member

If a member is absent for three or more consecutive meetings or absent for more than 50% of the scheduled meetings annually, the Chair/President shall discuss the absence with the member and report back to the Membership with a recommendation in line with CVCA's Code of Conduct.

Every member shall provide a minimum of 24 hours notice of an absence (except in exceptional circumstances) in writing or email to the Secretary-Treasurer so, that issues with quorum can be determined and the required 12 hour notice to cancel a meeting can be provided to members if required.

5. Maximum Term for Chair/President and Vice-Chair(s)

There is no maximum number of terms that a Chair/President and/or Vice-Chair are eligible to stand for re-election to the same office.

6. Representatives to Conservation Ontario Council

At the inaugural meeting each year the authority will appoint three representatives to Conservation Ontario Council ("Council") by resolution of the general membership. The authority will 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.

7. Election of Chair/President and Vice-Chairs

The election of the Chair/President and one or more Vice-Chairs shall be held annually at the inaugural meeting in accordance with the authority's procedures for election of officers (Appendix 2).

8. Appointment of Auditor

The general membership shall appoint an auditor in accordance with Section 38 of the Act.

9. 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, in a timely manner.

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 and will make the audited financial statements available to the public.

10. Borrowing Resolution

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

11. Levy Notice

The levy due to the authority from participating municipalities shall be communicated to those municipalities in accordance with the Act and any applicable regulations.

12. Signing Officers

The general membership may designate additional signing officers by Board resolution.

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.

14. Remuneration of Members

The authority shall establish a per-diem rate annually as part of the budget process 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/President, through the Secretary-Treasurer. In addition, an honorarium shall be approved annually as part of the budget process by the authority for the Chair/President and Vice-Chair(s) as compensation for their additional responsibilities. A single per-diem will be paid for attendance at more than one meeting if they occur consecutively on the same day.

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

15. Records Retention

The authority shall keep full and accurate records. 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.

16. By-law Review

In accordance with the Act, these by-laws shall be reviewed by the authority to ensure the by-laws are in compliance with the Act and any other relevant law. The General Membership shall review the by-laws on a regular basis to ensure best management practices in governance are being. By-laws will be reviewed every four years at the start of each Board term.

17. By-law Available to Public

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

18. Enforcement of By-laws and Policies

The Members shall respect and adhere to all applicable by-laws and policies (for example, the Code of Conduct). The authority may take reasonable measures to enforce its by-laws and policies, including the enforcement mechanisms under the *Municipal Conflict of Interest Act* and the CVCA Code of Conduct.

19. Indemnification of Members, Officers and Employees

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

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

C. Meeting Procedures

The meeting procedures below governing the procedure of the authority shall be observed in executive committee and advisory board meetings, as far as they are applicable, and the words executive committee or advisory board may be substituted for the word authority as applicable.

1. Rules of Procedure

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 shall be binding.

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

2. Notice of Meeting

The general membership shall approve a schedule for regular meetings in advance. The Secretary-Treasurer shall send notice of regular meetings to all members at least three 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.

The Chair/President may, at his/her pleasure, call a special meeting of the authority as necessary on 24 hours notice in writing or email. Any member, with 50% support of the other members in writing or email, may also request the Chair/President to call a meeting of the authority and the Chair/President will not refuse. The meeting notice shall state the business of the special meeting and only that business shall be considered at that special meeting.

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

3. Meetings Open to Public

All meetings of the general membership, committees 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 and the subject matter meets the criteria for a closed meeting as defined in this by-law.

4. Agenda for Meetings

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

1. Approval of Agenda
2. Declarations of Conflict of Interest
3. Minutes of the Previous Meeting
4. Presentations / Delegations
5. Business Arising from the Minutes

6. New Business Staff Reports
7. Correspondence / Information Items Distributed to Members
8. Notice of Motion
9. Question Period
10. Other Business
11. Meeting Adjourned

The agenda for special meetings of the authority shall be prepared as directed by the Chair/President.

Agendas for meetings shall be forwarded to all Members at least four calendar days in advance of the meeting. Such agendas shall be made available to the public on the authority's website at the same time, unless the meeting is closed to the public in accordance with this by-law. Such agendas shall also be available in alternative formats, in accordance with the Accessibility for Ontarians with Disabilities Act, if requested by interested parties.

From time-to-time as may be required, the Secretary-Treasurer may distribute additional agenda items up to, and including the time of the meeting.

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/President or Secretary-Treasurer such correspondence prior to the start of the meeting. The correspondence shall be read aloud by the Secretary-Treasurer without comment or explanations.

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 (if applicable), advisory board or committee meeting, a quorum consists of one-half of the Members of the executive committee (if applicable), advisory board or committee.

If there is no quorum within one half hour after the time appointed for the meeting, the Chair/President for the meeting shall declare the meeting adjourned due to a lack of a quorum, or shall recess until quorum arrives, or the Chair/President may proceed with the meeting for the purposes of receiving information only. The recording secretary shall record the names of the Members present and absent.

If during an authority or advisory board or committee meeting a quorum is lost, then the Chair/President 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, or the Chair/President may proceed with the meeting for the purposes of receiving information only.

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

In accordance with Bourinot's Rule of Order, 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/President prior to speaking;
- b) Where two or more Members rise to speak, the Chair/President shall designate the Member who has the floor, who shall be the Member who in the opinion of the Chair/President was first recognized;
- c) All questions and points of discussion shall be directed through the Chair/President;
- 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/President, except in explanation of a material part of the speech;
- f) No Member shall speak more than five minutes without leave of the Chair/President;
- g) Any Member may ask a question of the previous speaker through the Chair/President;
- 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/President 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:

- k) a point of order;
- l) matter of privilege;
- m) a matter of clarification;
- n) a motion to suspend a rule of procedure or to request compliance with the rules of procedure;
- o) a motion that the question be put to a vote;
- p) 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.

10. Electronic Participation

Members may participate in a meeting that is open to the public by telephonic or other electronic means that permits all participants to communicate adequately with each other during the

meeting. A Member participating in a meeting electronically shall not be counted in determining quorum or be permitted to vote (Municipal Act, 2001, s. 238[3.1]).

A Member shall not participate electronically in a meeting that is closed to the public (Municipal Act, 2001, s. 238[3.1])

Members participating electronically will be shown in the minutes as participating by telephonic or other electronic means but not as attending the meeting.

Members will not receive a per diem if they participate in a meeting electronically.

11. Delegations

Any person or organization who wishes to address the authority may make a request in writing or email to the Secretary-Treasurer in the form prescribed by the authority. 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 ten business days in advance of a scheduled meeting, and subject to the approval of the Secretary-Treasurer, 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 two-thirds of the Members present, or shall be listed on the published agenda for the following meeting.

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

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

12. Annual Meeting

The authority shall designate one meeting of the general membership each year as the annual meeting and shall include the following items on the agenda, in addition to the normal course of business:

- i. Election of the Chair/President and Vice Chair
- ii. Appointment to Conservation Ontario Council

13. Meetings with Closed "In Camera" Sessions

Every meeting of the general membership, executive committee, committees 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) Personal matters about an identifiable individual, including employees of the authority;
- c) A proposed or pending acquisition or disposition of land by the authority;
- d) Labour relations or employee negotiations;
- e) Litigation or potential litigation, including matters before administrative tribunals (e.g. 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 MFIPPA, and the authority is the head of an institution for the purposes of MFIPPA.

Before holding a meeting or part of a meeting that is to be closed to the public, the Members shall state by resolution during the open session of the meeting that there will be a meeting closed to the public and the general nature of the matter to be considered at the closed meeting. Once matters have been dealt with in a closed meeting, the 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 Secretary-Treasurer prior to departing from the meeting and shall be treated in accordance with the authority's procedures for handling confidential material.

A meeting of the authority, executive committee, advisory board or other 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 other committee.

14. Voting

In accordance with Section 16 of the Act:

- a) each Member 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.
- c) The Chair/President is entitled to vote only in the event of a tie or for the weighted vote required for budget approval.

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/President 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 member surname, except a member who is disqualified from voting by any Act, shall announce his or her vote openly answering "yes" or "no" to the question, and the Secretary-Treasurer shall record each vote.

At the meeting of the authority at which the non-matching levy is to be approved, the Secretary-Treasurer shall conduct the vote to approve of non-matching levy by a weighted majority of the Members present and eligible to vote, in accordance with Ontario Regulation 139/96.

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

Except as provided in Section B, Paragraph 7 of this by-law (Election of Chair/President 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.

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 Secretary-Treasurer by any Member of the authority must be made at the previous meeting to the date and time of the meeting and shall be forthwith placed on the agenda of the next meeting. The Secretary-Treasurer shall include such notice of motion in full in the agenda for the meeting concerned.

Recommendations included in reports of advisory 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 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 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 CVCA 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/President on the questions or order or practices or upon the interpretation of the by-laws.

19. Minutes of Meetings

The 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 Secretary-Treasurer shall take notes of any direction provided, for endorsement by the Chair/President and Vice-Chair.

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

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

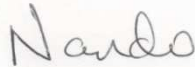
After the minutes have been approved by resolution, original copies shall be signed by the Secretary-Treasurer and copies of all non-confidential minutes shall be posted on the authority's website. Such minutes shall also be available for review by any member of the public at the authority's administration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

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

Credit Valley Conservation Authority Administrative Resolutions dated September 9, 2011 is hereby repealed;

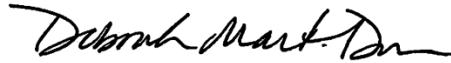
Credit Valley Conservation Authority Administrative By-Laws shall come into force on the 25th day of August, 2018

CVCA By-law Approved August 24, 2018 (date)



Signed:

Chair/President



Secretary-Treasurer

E. Appendices to the Administrative By-law

Appendix 1 – CVCA Code of Conduct



Credit Valley Conservation Authority Board of Directors Code of Conduct Policy

May 11, 2012 v2

Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy
May 11, 2012 v2

Blank page

v 2012.05.11.2 FINAL

ii

Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy
May 11, 2012 v2

INTRODUCTION

- | | | |
|-------------------|------------|---|
| Purpose | 1.1 | The purpose of this policy is to establish a Code of Conduct for the members of the CVCA Board of Directors. |
| Scope | 1.2 | This policy shall apply to all individuals while they hold an active position on the CVCA Board of Directors including any subcommittees established by the Board. |
| Background | 1.3 | Since its formation in 1954, the CVCA has held a minimum of 469 meetings of the Board of Directors. There is no record of the Board approving a Code of Conduct for the Board of Directors. This policy outlines the Code of Conduct to be followed by duly appointed members of the CVCA Board of Directors. |

Under Section 20 of the Conservation Authorities Act, members of the Board of Directors must be committed to upholding, implementing and protecting the Objects of a Conservation Authority:

“20. (1) The objects of an authority are to establish and undertake, in the area over which it has jurisdiction, a program designed to further the conservation, restoration, development and management of natural resources other than gas, oil, coal and minerals. R.S.O. 1990, c. C.27, s. 20.”

Furthermore, under the definitions in the Municipal Conflict of Interest Act, R.S.O, 1990 (MCI/A) a “local board” includes a ‘... conservation authority ...’ and therefore all responsibilities and requirements under this legislation apply.

Board Members must ensure they are able to carry out their duties as duly appointed members of the Board of Directors by both meeting the Objects of the Conservation Authority Act R.S.O. 1990, c. C.27 while also meeting the requirements under the Municipal Conflict of Interest Act R.S.O. 1990, c. M.50. To help ensure members of the CVCA Board of Directors are able to meet both of these requirements the following Code of Conduct Policy has been established to provide guidance and direction.

It is recognized that currently all members of the Board of Directors are also elected members of various municipal Councils. They are required to take an Oath of Office which binds them to various legislative and regulative responsibilities. Many of the municipalities within the Credit River watershed also require their members of Council adhere to their own Code of Conduct. It is entirely possible,

Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy
May 11, 2012 v2

however, for a member municipality to appoint a non-elected person as their representative to the CVC Board of Directors. These individuals would not be bound by the Oath of Office.

As appointed representatives the Board Members may occasionally find themselves in a 'clash of duties' between the objectives of the CVC and their respective appointing municipal bodies. In these cases Board Members must vote with their conscience after weighing the arguments for and against each position.

The intent of this document is to provide a consistent basis upon which CVC Board Members, whether elected or non-elected, are to conduct themselves at CVC meetings and regarding other matters related to the CVC.

- Objectives** 1.4 The objectives are to:
- Develop clear policies that the members of the CVCA Board of Directors are expected to follow
 - Identify the contents of an education/orientation program for Board Members with respect to the Code of Conduct
 - Identify implications and procedures to effectively deal with non-compliance to the Code of Conduct
- References** 1.5 The following documents were referred to in the preparation of this policy document:
- Legislation**
- Conservation Authorities Act, R.S.O. 1990, c. C.27
 - Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50
 - Municipal Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c. M.56
- Conservation Authorities**
- Conservation Halton Board of Directors – Orientation Agenda – Board of Directors Code of Conduct, Conservation Halton, 2011-03-10
 - Code of Conduct Policy for Board Members – Report No. 06-11, Niagara Peninsula Conservation Authority, 2011-01-21
- Source Protection Committees**
- Code of Conduct and Conflict of Interest Policy, Credit-Toronto-CLOCA Source Protection Committee, 2008-01-29
 - Code of Conduct and Conflict of Interest Policy for Members of Halton-Hamilton Source Protection Committee, Halton-Hamilton Source Protection Committee, 2010-12-07

Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy
May 11, 2012 v2

- Rules of Procedure, Codes of Conduct and Conflict of Interest Policy, Lake Erie Region Source Water Protection Committee, 2008-10-16

Municipal

- Discussion Paper – Municipal Council Codes of Conduct, Accountability and Transparency Sub-Committee, City of Oshawa, 2007-11-14
- Code of Conduct for the Members of Council, City of Brampton
- Council Code of Practice, City of Burlington
- Code of Conduct for Council and Committee Members, City of Kingston, 2010-09-21
- Council Code of Conduct, City of Mississauga, 2011-04
- Code of Conduct for Members of Council, City of Toronto
- Council Code of Conduct, Town of Caledon, 2011-01-01
- Code of Conduct for Members of Council and Local Board Members, Town of Oakville, 2008-09-15
- Procedural By-Law No. 133-09, The Regional Municipality of Halton, 2010-12

DEFINITIONS

“Board of Directors”	Means all Board Members constituting the entire Board of Directors for the Credit Valley Conservation Authority
“Board Members”	Means the duly appointed representatives to the Board of Directors for the Credit Valley Conservation Authority representing the various participating municipalities within the watershed
“CAA”	Means the <i>Conservations Authorities Act, R.S.O. 1990, c. C.27</i> , as amended
“CAO”	Means the Chief Administrative Officer of the Credit Valley Conservation Authority who is also the Secretary/Treasurer
“CCA Reg 102”	Means the <i>Conservation Authorities Act – R.R.O. 1990, Reg. 102</i> , as amended
“Complainant”	Means any Board Member, CVCA staff member, or any other member of the general public
“Confidential Information”	Means information identified in various pieces of legislation such as, but not limited to, MFIPPA and relates to, but is not limited to: <ul style="list-style-type: none">• Personal information about any individual

Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy
May 11, 2012 v2

- Personnel matters
- Labour relations
- Litigation
- Project tendering and requests for proposals (RFP)
- Property acquisitions
- Security of CVCA property
- Statistical data required by law not to be released (e.g. certain census or assessment data)

“Corporate Resource”

Means, but is not limited to, CVCA equipment, supplies, services, tools, property (both physical and intellectual), systems, software systems, website(s), domain name(s), logo(s), blackberry devices, cell phones, phones, address, voice-mail, email, facility and staff while undertaking duties as an employee.

“CVCA”

Means the Credit Valley Conservation Authority and for the purposes of this policy includes both the duly appointed members of the Board of Directors and all staff

“MFIPPA”

Means the *Municipal Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c. M.56*, as amended

“MCIA”

Means the *Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50*, as amended

POLICIES

GENERAL CONDUCT

General

1.0 All Board Members are to conduct themselves at all times in a manner which reflects positively on the CVCA
Board Members represent the CVCA at many meetings and functions. It is the responsibility of each Board Member to act in such a manner as to portray a positive image of the Authority.

Borrowing of Money

1.1 Board Members shall not borrow money from any person who does business with the CVCA
Board Members should not become involved directly or indirectly in financial transactions with persons or companies who deal with CVCA due to the inherent danger of conflict of interest.

Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy
May 11, 2012 v2

- Matters Affecting CVCA**
- 1.2 Board Members shall bring forward matters relating to CVCA to the Board of Directors**
Board Members are to bring any matters directly associated with the CVCA to the Board of Directors as soon as is practical. It is recognized, however, that various circumstances, such as the timing of meetings, may prevent this from occurring. As a general principle, however, Board Members shall endeavour to bring matters of direct interest to the CVC Board of Directors prior to having these matters discussed and debated by other organizations such as municipal Councils. This will allow the Board of Directors the opportunity to discuss and address these matters through an open, transparent process prior to the matters being discussed in other forums.

INTERPERSONAL BEHAVIOUR

- General**
- 2.0 Board Members are required to conduct themselves in a manner which reflects respect and professional courtesy**
Board Members are to conduct themselves in a polite, courteous and professional manner whenever dealing with:
- Other Board members
 - Conservation Authority staff
 - Other elected officials
 - Members of special interest groups
 - Lobbyists
 - Delegates
 - Members of the general public
- Harassment and Discrimination**
- 2.1 Board Members shall not engage in any form of harassment or discrimination**
Board Members must refrain from all forms of harassment and discrimination as defined under all applicable legislation and regulations including, but not limited to:
- Human Rights Code, R.S.O. 1990, c. H.19
 - Occupational Health and Safety Act, R.S.O. 1990, c. O.1
 - CVC Harassment and Discrimination Policy (HR-009)
 - CVC Workplace Violence and Harassment Policy Statement

Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy
May 11, 2012 v2

CONFIDENTIALITY

- | | |
|---|--|
| General | <p>3.0 Board Members shall respect and adhere to all applicable legislation and regulations which deal with confidential information
Members of the Board of Directors are expected to be knowledgeable of and take appropriate actions to ensure that various pieces of legislation are adhered to including, but not limited to:</p> <ul style="list-style-type: none">• Conservation Authorities Act, R.S.O. 1990, c. C.27, as amended• Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50, as amended• Municipal Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c. M.56, as amended |
| <i>In Camera Sessions</i> | <p>3.1 Board Members shall not disclose the content of a matter that has been discussed or the substance of deliberations of a closed session, except for content that has been authorized by the Board of Directors to be released to the public
All discussions held in camera by the Board of Directors are to be considered confidential and be treated as such. Only the Board of Directors may authorize, through resolution, the release of any information, at its sole discretion, where it is not in contravention of any existing statute or regulation.</p> |
| Release of Confidential Information not Allowed | <p>3.2 Members shall not disclose or release, by any means or in any format, any confidential information acquired by being a Board Member except when required by law or authorized by the Board of Directors
Confidential information includes any information that is of a personal nature to CVCA employees, clients or information in the custody of or under the control of the CVCA including the Board Members that is not available to the public and that, if disclosed, could result in loss or damage to the CVCA or could give the person to whom it is disclosed an advantage.</p> |
| Members not to Seek Access to Confidential Information | <p>3.3 Board Members shall not access, or attempt to gain access, to confidential information in the possession of the CVCA unless it is necessary for the performance of their duties and not prohibited by law or Council policy.
Board Members shall not be given access to confidential information held by CVCA except where it has a direct bearing on any matter for which they are directly responsible as a member of the Board of Directors.</p> |

Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy
May 11, 2012 v2

Responsibility Carries Forward Appointment to the Board of Directors **3.4 The obligation to keep information confidential is a continuing obligation even after the Board Member ceases to be a part of the Board of Directors**
Upon being duly appointed by a Municipality, a Board Member shall be bound by this Code of Conduct. The elements of this Code of Conduct carry with the Board Member even after they cease to be a duly appointed member of the Board of Directors. This is particularly related to any confidential information the individual may have had access to while carrying out their role and duties as a duly appointed member of the Board of Directors.

CONFLICT OF INTEREST

General **4.0 Board Members will recognize their obligations to follow and respect the provisions of the *Municipal Conflict of Interest Act***
Under definitions of the Municipal Conflict of Interest Act (MCIA) a “local board” includes “... conservation authority”. As a result, representatives duly appointed to the CVCA Board of Directors are bound by this legislation.

Declaration of pecuniary interest **4.1 Board Members must publicly declare any direct or indirect pecuniary interests**
Under MCIA it is the responsibility of all Board Members to declare direct or indirect pecuniary interest when one exists or may exist.

Withdrawal from direct involvement and comment **4.2 Board Members must withdraw from direct and indirect involvement and refrain from any comment on an issue which might influence the decision when a pecuniary interest exists**
Where a pecuniary interest exists, direct or indirect, Board Members are required to withdraw from all direct and indirect involvement and refrain from any comment on the subject matter.

Eligibility to vote **4.3 Board Members are not eligible to vote on the matter when a pecuniary interest exists**
When involved in a matter of pecuniary interest, Board Members are not allowed to participate in voting or discussion on the subject matter.

Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy
May 11, 2012 v2

- | | |
|--|---|
| Attendance while matter being discussed | 4.4 Board Members shall not participate in any discussion held during a CVCA Board of Directors meeting when a matter in which they have declared a direct or indirect pecuniary interest is debated
Board Members need not physically remove themselves from the Board of Directors table, but shall not participate in any discussion held during a portion of a Board of Directors meeting while a matter in which they have declared a pecuniary interest is being discussed. |
| Attendance while a confidential matter is discussed | 4.5 Board Members shall temporarily leave a CVCA Board of Directors meeting if the matter is of a confidential nature and for which they have declared a direct or indirect pecuniary interest
Board Members shall physically remove themselves from the room in which the Board of Directors is meeting when the meeting is not open to the public and the matter being discussed is one in which they have declared a pecuniary interest. |
| Board Member may rejoin meeting | 4.6 Board Members may rejoin a Board of Directors meeting once a matter for which they had direct or indirect pecuniary interest has been dealt with
Once a matter in which a Board Member has identified a pecuniary interest has been discussed the Board Member shall be invited to rejoin the meeting in progress. |

STAFF RELATIONS

- | | |
|----------------|--|
| General | 5.0 Board Members will respect the role and function of CVCA employees
Board Members may be elected municipal legislators who are duly appointed to the CVCA Board of Directors. CVCA employees are accountable to the Chief Administrative Officer (CAO) and are responsible for: <ul style="list-style-type: none">• Upholding applicable federal and provincial legislation, regulations, policies, and directives• Implementing the formal decisions made by the Board of Directors• Ensuring the efficient and effective operation of CVCA programs, projects, and services |
|----------------|--|

Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy
 May 11, 2012 v2

- | | |
|---|--|
| Board Members not to influence Employees | <p>5.1 Board Members shall acknowledge and respect the fact that CVCA employees work for the CVCA as a corporate body and are responsible for making recommendations that reflect their professional expertise and corporate objectives, without undue influence from any Board Member</p> <p>In order to maintain their professional credibility, CVCA staff must be free of political influence when it comes to the administration of their duties. Board Members are therefore not allowed to try to exert any undue influence on the recommendations or decisions of CVCA employees. As such, Board Members may only give direction through formal directives or approved resolutions made at CVCA Board of Director meetings.</p> |
| Staff Responsible for Carrying out Direction of Board of Directors | <p>5.2 Board Members shall respect the fact that CVCA employees carry out the directions of the Board of Directors as a whole and administer the policies of the CVCA</p> <p>CVCA employees are required to carry out the formal directions of the Board of Directors and the CAO where such direction is not in contravention of any existing policy, legislation, regulation, Ministerial Order, legal judgement or resolution. Staff are not required to carry out any requests made by a Board Member that is not part of an official direction from the Board of Directors as reflected in the meeting minutes.</p> |
| Board Members not to influence staff decisions for personal gain | <p>5.3 Board Members shall refrain from using their position to improperly influence employees in their duties or functions to gain an advantage for themselves or others</p> <p>Board Members shall not attempt to exert any influence on staff in carrying out their professional duties or functions so as to gain any personal advantage or for the advantage of others.</p> |
| Board Members to publicly support efforts of staff | <p>5.4 Board Members shall refrain from publicly criticizing CVCA employees, in a way that casts or implies aspersions on their professional competence and credibility</p> <p>CVCA staff are responsible for administering the policies, programs, projects, and services on behalf of the Board of Directors. This can not be done effectively without full public support of the Board of Directors.</p> |

Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy
May 11, 2012 v2

- | | |
|--|--|
| Staff involvement in political activities | 5.5 Board Members shall not compel CVCA employees to engage in partisan political activities
CVCA staff must always appear to be objective and unbiased while carrying out their professional duties. As a result staff shall not become involved in any partisan political activities that would jeopardize these duties. |
| Legal Actions / Pending Actions | 5.6 Board Members are prohibited from bringing legal action, or be involved in a legal action, against the CVCA while duly appointed to the CVCA Board of Directors
Board Members must undertake their roles and duties unencumbered by any involvement in current or pending legal action(s) against the CVCA. |
| Conflict | 5.7 A Board Member shall weigh the merits of an issue and vote accordingly when they find themselves in a conflict between the CVC and their responsibilities to their respective organization
On occasion, there may be a clash between CVC's objectives and those of one or more other organizations. In these cases Board Members shall carefully weigh the arguments and vote (or abstain from voting) according to what they, as public officials, think is the best decision given the unique circumstances of each situation. |

GIFTS AND BENEFITS

- | | |
|--|--|
| General | 6.0 Board Members may only accept gifts and benefits according to prescribed rules outlined in this Code of Conduct
To ensure impartial and transparent decision-making, Board Members may only accept gifts and benefits under certain conditions. |
| Perceived obligation or special consideration | 6.1 Board Members shall not accept gifts that may be perceived to create any obligation or special consideration
Board Members shall not accept any gift, benefit, service, entertainment or hospitality which could be seen to compromise their decision on a matter or create any obligation or special consideration by an individual, group or organization. |

Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy
May 11, 2012 v2

- | | |
|---|--|
| Gifts through protocol or social obligation | 6.2 Board Members may only accept gifts that are received as part of normal protocol or social obligation
Board Members may only receive a gift, hospitality or entertainment that is received as an incident of protocol or social obligation that normally accompanies the responsibilities of being a member of the CVCA Board of Directors. For example, if a Board Member is asked to speak at a meeting or function as a representative of CVC, the Board Member may accept a gift given as a gesture of thanks for their time and effort. In these cases, there would be no perceived obligation or special consideration being placed on the Board Member. |
| Gifts received not in keeping with policy | 6.3 A Board Member who receives a gift while acting as a representative of the CVC that does not meet the tests in 6.1 and 6.2 must submit the gift to the CAO for further consideration
When a Board Member receives a gift while acting as a representative of the CVC that does not meet the test in 6.1 or 6.2, the Board Member will forward the gift to the CAO. The CAO will: <ul style="list-style-type: none">• direct the gift to a local charity• log the gifts received• send a letter of appreciation to the donor, where appropriate, advising their gift will benefit a local charity. |
| Expense claims | 6.4 Board Members are required to submit written expense claims with the necessary accompanying documentation
Board Members may claim expenses normally incurred in the conduct of their responsibilities at events which are supported by the CVCA Board of Directors upon submission of acceptable expense receipts. |

COMMUNICATIONS AND MEDIA RELATIONS

- | | |
|---------|---|
| General | 7.0 Members of the Board of Directors are expected to represent the CVCA in a fair and balanced manner
Board Members both represent and are ambassadors for the CVCA. They are expected to portray the corporation in a positive and professional manner. |
|---------|---|

Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy
May 11, 2012 v2

- | | |
|---|--|
| Respect for Decision-Making Process | 7.1 Board Members shall show respect for the decision-making process of the Board of Directors
Information concerning the adoption of policies, procedures and decisions of the CVCA Board of Directors shall be conveyed openly and accurately. |
| Accurate Representation of Board Decisions | 7.2 Board Members shall accurately communicate the decisions of the Board of Directors even if they disagree with the decision
Board Members are expected to provide a fair and balanced account of the issues, the discussion surrounding them, and the reasons certain decisions were made. |
| Confidential Information Released only with Board Approval | 7.3 Confidential information may be communicated only when approved by the Board of Directors
Board Members are bound by the Municipal Freedom of Information and Protection of Privacy Act and therefore must not communicate any confidential information until the Board of Directors has approved its release. |

CORPORATE RESOURCES

- | | |
|----------------|---|
| General | 8.0 Board Members may only use corporate resources for official CVCA business
Board Members may only use Corporate Resources for: <ul style="list-style-type: none">• activities connected with the discharge of their official CVCA duties• associated community activities having the sanction of the Board of Directors or any of its subcommittees |
|----------------|---|

COMPLAINT PROCEDURE

- | | |
|----------------|---|
| General | 9.0 Complainants may use two different complaint procedures to indicate concerns regarding perceived breaches of the policies of the Code of Conduct
The Code of Conduct provides for two complaint procedures: <ol style="list-style-type: none">1. Informal Complaint Procedure2. Formal Complaint Procedure |
|----------------|---|

Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy
May 11, 2012 v2

**Informal
Complaint
Procedure**

9.1 Informal Complaint Procedure is designed to provide an opportunity to immediately identify and address behaviours and activities which are considered to be in contravention of the Code of Conduct

The Complainant shall:

1. Advise the Board Member that his/her behaviour or activity contravenes the Code of Conduct;
2. Request that the Board Member immediately discontinue the prohibited behaviour or activity;
3. Keep a written record of the incident including date, time, location, other persons present, and any other relevant information;
4. If applicable, advise the Board Member regarding his/her satisfaction with the response, or, if applicable; advise the Board Member of his/her dissatisfaction with the response; and,
5. Consider the need to pursue the matter in accordance with the formal complaint procedure outlined in Option B, or in accordance with an applicable judicial process.

An individual is encouraged to initially pursue the informal complaint procedure as a means of stopping and remedying a behaviour or activity that is prohibited by the Code. However, it is not a precondition or a prerequisite that the informal complaint procedure be initiated or completed prior to pursuing the formal complaint procedure as described in the Formal Complaint Procedure option.

**Formal
Complaint
Procedure**

9.2 A Formal Complaint Procedure will be used in situations where the Informal Complaint Procedure does not result in a satisfactory resolution to the issue surrounding the Board Member(s) behaviour or activities in relation to the Code of Conduct or to stop a behaviour or activity that is prohibited by the Code of Conduct.

The Complainant shall submit:

1. A completed signed form as provided by the CAO of CVCA;
2. The Complaint Review Request form shall be submitted to the CVCA CAO by mail or personal delivery.

Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy
May 11, 2012 v2

3. The Complaint Review Request shall be issued a file number by the CVCA CAO for tracking purposes. The number shall consist of the year the request was received followed by a consecutive number as assigned to complaint review requests for that year.
4. Upon receipt of a complete Complaint Review Request, the CVCA CAO shall prepare an information package that shall include the following:
 - a. The Complaint Review Request form;
 - b. A copy of the Code of Conduct;
 - c. Such other information or documentation that the CAO deems relevant.
5. A Special Committee made up of three (3) members of the Board of Directors not directly involved in the complaint shall be formed by the Chair to address the complaint. In the case where the Chair is involved in the complaint, one of the Vice-Chairs of the Board of Directors will form the Special Committee.
6. The members of the Special Committee will be selected, in alphabetical order by last name, from the full Board of Directors roster. If one or more of these Board Members cannot, or does not wish to be a member of the Special Committee, the next Board Member (alphabetically) will be appointed to the Special Committee. Subsequent Special Committees for this purpose will be selected similarly from the next three (3) members alphabetically.
7. The information package referred to above shall be forwarded to the Special Committee in hard copy format by courier or first class mail, whichever is deemed appropriate under the circumstances.
8. The CVCA CAO shall submit a report to the Board of Directors in open session at a regularly scheduled Board meeting advising that a complaint review request has been received, providing the following information:
 - a. Name of Alleged Offender
 - b. Name of Complainant
 - c. The provision of the Code allegedly contravened
 - d. Facts constituting the alleged contravention
 - e. File number of the request
 - f. Date of request

Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy
May 11, 2012 v2

9. The Special Committee shall meet within thirty (30) days of receipt of the information package and make written recommendations as to the appropriate measures to be taken by the Board of Directors and to be tabled in open session at the next regularly scheduled Board of Directors meeting.
10. The Board of Directors shall receive the recommendations from the Special Committee and make an official, recorded determination of the appropriate action(s) to be taken, if any.

IMPLEMENTATION

- | | |
|------------------|--|
| General | 10.0 The CAO will develop an education/orientation program designed to inform Board Members of their roles and responsibilities with respect to the Code of Conduct
The CAO will ensure Board Members are made fully aware of the roles and responsibilities with respect to various applicable legislation and regulations as well as that contained in this Code of Conduct through an education/orientation program. Each Board Member is required to sign the Code of Conduct acknowledgement form. |
| Education | 10.1 The CVCA CAO will ensure members of the Board of Directors are aware of their obligations and responsibilities under the Municipal Conflict of Interest legislation and the CVCA Code of Conduct Policy.
At the beginning of each term, and upon appointment of a new/replacement member of the Board of Directors, the CVCA CAO will provide each Member of the Board of Directors with: <ol style="list-style-type: none">1. a copy of this Code of Conduct policy;2. a copy of the Municipal Conflict of Interest legislation;3. an oral overview of the Board of Directors responsibilities under the legislation and the CVCA Code of Conduct as part of the orientation process; and4. an "Agreement to Adhere to the Code of Conduct" form (attached Appendix 1) to be signed by each member of the Board of Directors indicating that they have read, understood, and will abide by the Code of Conduct. |

Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy
May 11, 2012 v2

NON-COMPLIANCE

General

11.0 Failure to comply with these policies may result in one or more reprimands, actions, or sanctions

A series of escalating reprimands, in the order listed below, may be undertaken where a majority vote of the members in attendance at the Board of Directors meeting where the report of the Special Committee is received and discussed:

1. Repayment or reimbursement of moneys received, where applicable.
2. Return of property or reimbursement of its value, where applicable
3. A request for an apology to the Board of Directors, the Complainant, or both
4. A verbal reprimand by the Board of Directors
5. A written reprimand by the Board of Directors
6. A written reprimand with copies sent from the Board of Directors to the Clerk of the Municipality for which the member is the representative
7. Suspension of the remuneration paid to the member of the Board of Directors for a period of up to 90 days
8. A written petition to the Council of the Member's Municipality to have the Member removed from the CVC Board of Directors

**Credit Valley Conservation Authority
Board of Directors Code of Conduct Policy**
May 11, 2012 v2

Appendix 1

**Agreement to Adhere to the
Credit Valley Conservation Authority
Board of Directors Code of Conduct**

I, _____, as duly appointed to the Board of
Directors for the Credit Valley Conservation Authority representing the Municipality(s) of

for the period of my appointment commencing _____ (date)
do hereby agree to comply with the Code of Conduct.

Board Member

Witness

Name (print)

Name (print)

Signature

Signature

Date

Date

Appendix 2 - 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/President, who shall be a Member of the authority
 - ii. Election of one or more Vice-chairs, who shall be Members of the authority.
- b) The Acting Chair shall ask for nominations to each position;
- c) Only current Members of the authority who are present may vote;
- d) Nominations shall be called three (3) times and will only require a mover;
- e) The closing of nominations shall require both a mover and a seconder;
- f) Each Member nominated shall be asked to accept the nomination. The Member must be present to accept the nomination unless the Member has advised the Secretary-Treasurer in writing or by email in advance of the election of their willingness to accept the nomination.

If one Nominee:

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

If More than One Nominee:

- h) In the event of an election, each nominee shall be permitted not more than five (5) 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.