



# LOWER TRENT REGION CONSERVATION AUTHORITY

## Governance and Administrative Policies & Procedures

April, 2017

Board of Directors Approval: April 13, 2017  
Due for Review/ Update: 2021

**LOWER TRENT REGION CONSERVATION AUTHORITY**  
**Governance and Administrative Policies & Procedures**

**POLICY STATEMENT**

The Lower Trent Region Conservation Authority **Governance and Administrative Policies & Procedures** are passed under powers conferred on the Authority by the *Conservation Authorities Act*, RSO 1990, Chapter C.27 and replace any Administration Resolutions, Procedures, and Rules of Order previously approved by the Board of Directors.

These **Governance and Administrative Policies & Procedures** are intended to be used by the Lower Trent Region Conservation Authority as a governance supplement to the *Conservation Authorities Act* and the Authority's Administrative Regulations, as approved by the Minister of Natural Resources on February 7<sup>th</sup>, 1985 pursuant to Section 30 of the *Act* and amended and adopted by the Authority by Resolution G 84/85 on May 9, 1985.

*The Lower Trent Region Conservation Authority Governance and Administrative Policies & Procedures are approved and any Administration Resolutions, Procedures, Rules of Order, and Governance and Administrative Policies & Procedures previously approved by the Board of Directors are hereby revoked.*

Date Approved: April 13, 2017

Resolution No.: G43/17



Jim Alyea, Chair  
Lower Trent Region Conservation Authority



Glenda Rodgers, Chief Administrative Officer/Secretary-  
Treasurer  
Lower Trent Region Conservation Authority

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## Section A – Definitions

### 1.0 Definitions

**“Authority”** means a conservation authority established by or under the *Conservation Authorities Act*, R.S.O. 1990, Chapter C.27 or a predecessor of the Act.

**“Board of Directors”** means all members of the Lower Trent Region Conservation Authority as defined in Section 14 of the *Conservation Authorities Act*, R.S.O. 1990, Chapter C.27.

**“Chief Administrative Officer/Secretary-Treasurer”** means the senior most staff position of the Authority who is responsible for roles set out for the Secretary-Treasurer under the *Conservation Authorities Act* and the Secretary-Treasurer and Chief Administrative Officer under the Administration Regulations made under the Act.

**“Chair”** shall mean the Chairperson as elected by the Board of Directors of the Lower Trent Region Conservation Authority and the “chairman” as referred to in the Administration Regulation.

**“Committee”** means a standing committee or advisory board appointed by the Authority.

**“Members”** shall mean the members of the Board of Directors as appointed by the watershed municipalities.

**“Signing Authority”** is the power delegated by the Board of Directors to positions within the Authority for general or specific purposes, as set out in this policy.

**“Signing Officers”** have the power to commit the Authority to a binding agreement, as set out in this policy.

**“Staff”** shall mean staff members employed by the Lower Trent Region Conservation Authority.

**“The Act”** shall mean the *Conservation Authorities Act*, Revised Statutes of Ontario, 1990, Chapter C.27 and all amendments thereto.

**“Vice-Chair”** shall mean the Vice-Chairperson as elected by the Board of Directors of the Lower Trent Region Conservation Authority.

The definition and interpretation of other terms shall be as specified in Section One of the *Conservation Authorities Act*, R.S.O. 1990.

## Section B – Governance Policies

### 2.0 Board of Directors

2.1 Membership of the Lower Trent Region Conservation Authority includes seven municipalities:

- Township of Alnwick/Haldimand
- Municipality of Brighton
- Municipality of Centre Hastings
- Township of Cramahe
- City of Quinte West
- Township of Stirling-Rawdon
- Municipality of Trent Hills

2.2 The Lower Trent Region Conservation Authority Board of Directors comprises all members appointed by the respective councils of participating municipalities.

2.3 Based on Section 2(2) of the *Conservation Authorities Act*, the municipalities currently appoint the following number of members:

Township of Alnwick/Haldimand	1 member
Municipality of Brighton	2 members
Municipality of Centre Hastings	1 member
Township of Cramahe	1 member
City of Quinte West	2 members
Township of Stirling-Rawdon	1 member
Municipality of Trent Hills	2 members

2.4 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*, Section 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.

2.5 At least sixty days prior to the first Authority meeting the year following a municipal election, the Chief Administrative Officer/Secretary-Treasurer, or designate, shall notify the Clerk of each member municipality that written notice is required to appoint a member or members to the Authority Board of Directors. The Municipality will be advised that the term of appointment will be for a four year term, unless the Municipality opts to appoint member(s) annually.

2.6 A Municipality may choose to replace a member at any time by advising the Chief Administrative Officer/Secretary-Treasurer in writing. Written notice from the appointing Municipality must be received by the Chief Administrative Officer/Secretary-Treasurer prior to permitting voting privileges for any newly appointed member.

2.7 There are no provisions for alternates to participate as voting members on the Board of Directors or any other committee of the Authority.

- 2.8 There are no provisions for participating in Board meetings via conference call or other telecommunications unless the meeting itself is established as a teleconference meeting.

### 3.0 Roles and Responsibilities of the Board of Directors

The Lower Trent Region Conservation Authority Board of Directors is accountable to the public for the successful operation of the Authority. In general terms, the Board of Directors shall approve all policies of the Lower Trent Region Conservation Authority, approve the budget and general levy, give direction on priority of programs and projects, and be generally responsible for other matters as required by the *Conservation Authorities Act* and Regulations.

#### 3.1 Board of Directors Mandatory Responsibilities

The Lower Trent Region Conservation Authority is bound by the *Conservation Authorities Act*.

Section 20 of the *Conservation Authorities Act* defines the objects of a Conservation Authority as follows:

*“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.”*

Section 21 of the *Conservation Authorities Act* specifically outlines the powers of a Conservation Authority to accomplish its objects:

- *The power to study the watershed and develop an appropriate resource management program;*
- *Acquire and/or dispose of lands;*
- *Collaborate and enter into agreements with landowners, governments and organizations;*
- *Control the flow of surface waters;*
- *Alter the course of any waterway;*
- *Develop their lands for recreational purposes;*
- *Generally to do all such acts as are necessary for the due carrying out of any project.*

#### 3.2 Functions of the Board of Directors

Subject to the *Conservation Authorities Act*, the Board of Directors is empowered, without restricting the general powers designated by the *Conservation Authorities Act*, to:

- Approve the annual business plan and the total budget for the Authority for the ensuing year as well as the levies to be paid by the participating municipalities;
- Approve the Audited Financial Statements for the preceding year;
- Pass a borrowing resolution for a specified amount for the purposes of the Authority and authorize the appointed Signing Officers to sign notes as required to implement this borrowing;
- Establish committees, if required, and supervise the activities of any committees and deliberate on any of their recommendations;
- Receive delegations on behalf of the Authority;
- Update policies of the Authority, as required;
- Recommend and establish new Authority policies, as required;
- Approve all policies, programs, projects, regulations and activities of the Authority, directing the development of same in accordance with its legislated mandate and any conservation strategies or watershed management plans;
- Approve Section 28 permits, unless delegated to staff by resolution;

- Approve overall organizational structure, permanent staff positions, and salary grids for permanent positions;
- Authorize the hiring of employees filling Manager positions;
- Approve an annual economic adjustment to the Authority's salary and wage grid and merit increases, as recommended by the Chief Administrative Officer/Secretary Treasurer;
- Conduct the hiring, development, discipline, and termination of the Chief Administrative Officer/Secretary-Treasurer;
- Conduct an annual documented performance review for the Chief Administrative Officer/Secretary-Treasurer.

### 3.3 Ensuring Fiscal Stability of the Authority

The Board of Directors is responsible for ensuring the financial stability of the Lower Trent Region Conservation Authority. While the Chief Administrative Officer/Secretary-Treasurer provides day-to-day leadership in fiscal affairs, in consultation with the Manager, Corporate Services, the Board bears the ultimate responsibility for financial soundness. This includes approving an annual budget, receiving and approving interim reports on financial performance of the Authority, and ensuring policies are in place for financial soundness.

### 3.4 Responsibilities of Members

A duly appointed member of a participating municipality is responsible for:

- a. attending all Authority meetings and any Special Authority Meetings;
- b. becoming aware and knowledgeable of programs, projects, and activities of the Authority;
- c. supporting the programs and policies of the Authority;
- d. keeping his/her respective municipality informed of Authority programs, projects and activities;
- e. being prepared to discuss issues at Authority meetings.

### 3.5 Indemnity

Every member of the Authority and his/her heirs, executors, administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Authority from and against all costs, charges and expenses whatsoever which such member of the Authority sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office: all other costs, charges and expenses he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

## 4.0 Officers

- 4.1 The Officers of the Lower Trent Region Conservation Authority are the Chair, Vice-Chair, and Chief Administrative Officer/Secretary Treasurer.

#### 4.2 Chair

The Chair of the Authority shall provide direction for all phases of the Authority's activities, shall see that all business of the Authority is conducted in a fair and just manner, and shall in particular:

- Preside at all Authority Board meetings and ensure meeting procedures are adhered to;
- Serve as an ex officio member of all committees;
- Have signing authority for the Lower Trent Region Conservation Authority;
- Represent the Authority at such functions as warrant the interest of the Conservation Authority, except where the responsibility has been assigned to some other person;
- Act as a public spokesperson for the Authority;
- Provide direction to Chief Administrative Officer/Secretary-Treasurer with respect to setting agendas for Board meetings, as required;
- Call Special Authority Meetings, if required;
- Provide direction and support, as may be required, to the Chief Administrative Officer/Secretary-Treasurer to ensure policies, programs, and projects adopted by the Authority and/or prescribed by legislation are implemented;
- Represent the Authority at Conservation Ontario Council meetings, unless otherwise designated;
- Carry out such other related duties as may be directed from time to time by the Authority.

#### 4.3 Vice-Chair

The Vice-Chair of the Authority shall assist the Chair in all ways possible and shall in particular:

- Understand the responsibilities of the Chair;
- In the event of the absence of the Chair from any meeting, the Vice-Chair shall act as Chair, and for the purpose of that meeting, has all the powers and shall perform all the duties of the Chair;
- Act as Chair immediately upon the death, incapacity to act, or resignation of the Chair until such time as a new Chair is appointed or until the Chair resumes duties;
- Have signing authority for the Lower Trent Region Conservation Authority;
- Act on behalf of the Chair at any function upon the request of the Chair;
- Carry out such other related duties as may be directed from time to time by the Authority.

#### 4.4 Functions of the Chief Administrative Officer/Secretary-Treasurer

The Chief Administrative Officer/Secretary-Treasurer reports to the Board of Directors, has full charge and direction of all employees of the Authority, and is responsible for directing, coordinating, 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 Conservation Strategy and by the Board of Directors. The Board of Directors relies on the Chief Administrative Officer/Secretary-Treasurer to inspire, lead, and manage the Lower Trent Region Conservation Authority. Specific functions, relating directly to the Board, include:

- Designated as the Secretary-Treasurer of the Authority to fulfill requirements of the *Conservation Authorities Act*;
- Attends all Board meetings;
- Has signing authority for the Lower Trent Region Conservation Authority;
- Works in close collaboration with the Chair and Vice-Chair;
- Acts as public spokesperson for the Lower Trent Region Conservation Authority in the absence of the Chair and/or Vice-Chair of the Board or as agreed upon;
- Performs duties as defined in the Employment Agreement for the position.

4.5 Chair/Vice-Chair Vacancy  
Upon a vacancy due to death, incapacity, resignation, or continued absence occurring in the offices of Chair or Vice-Chair of the Authority, the Board of Directors may fill that vacancy at any subsequent meeting.

4.6 Chief Administrative Officer/Secretary-Treasurer Vacancy  
Should a vacancy of the Chief Administrative Officer/Secretary-Treasurer position occur due to death, incapacity, resignation, or continued absence, the Manager, Corporate Services, in consultation with the Chair, will assume the role and powers of the Chief Administrative Officer/Secretary-Treasurer until such time as the vacancy is filled.

Should the Manager, Corporate Services, position be vacant, or he/she is unable to assume the role, the Board of Directors may appoint another individual to assume the role of Chief Administrative Officer/Secretary-Treasurer.

## 5.0 Election of Chair & Vice-Chair

5.1 The election of the positions of Chair and Vice-Chair shall be held yearly at the Annual Meeting.

5.2 Chair for Election of Chair & Vice-Chair  
The Chair designates the Chief Administrative Officer/Secretary-Treasurer, or another individual other than a member of the Lower Trent Region Conservation Authority, the position of Chair for the purpose of the election of the Chair and Vice-Chair. The person presiding for the election shall hand over control of the meeting and the election of the vice-chair to the newly elected Chair. Following the election of the Vice-Chair, the newly elected Chair will take control of the meeting.

5.3 Appointment of Scrutineers  
The appointment of two scrutineers is required for the purpose of counting ballots should an election be required. All ballots will be destroyed by the scrutineers afterwards. The appointment of scrutineers requires a mover and seconder by members of the Board of Directors and may be any person other than a member of the Board.

5.4 Elections  
The Chief Administrative Officer/Secretary-Treasurer, or other individual conducting the election, advises that the election will be conducted as follows:

- Elections will be held by secret ballot in the case of more than one nomination for any office and no member may vote by proxy;
- Ballots will be distributed to qualified members only;
- The order of procedure for the elections shall be election of the Chair, followed by the election of the Vice-Chair and such other elections as the Authority may determine;
- Nominations will be by open verbal nomination;
- Nominations will be called three times and will only require a mover, and the closing of nominations will require both a mover and seconder;
- Each member nominated must indicate whether they accept the nomination. The member must be present to accept the nomination or an affidavit of acceptance, signed by the member nominated, must be provided to the Chief Administrative Officer/Secretary-Treasurer to indicate acceptance of the nomination;

- No member shall be elected to hold more than one office;
- In the event of an election, each nominee will be permitted not more than three minutes to speak for the office, in the order of the alphabetical listing of his or her surname;
- Upon the acceptance by nominees for the position of office, ballots will be distributed to the members for the purpose of election;
- To be elected, a candidate must receive a majority. The candidate receiving the lowest number of votes will be dropped from the ballot and a further ballot held until a majority is reached;
- In the event of a tie vote, after a second ballot, during an election for the positions of Chair and Vice-Chair, the election of the office shall be decided by lot drawn by one of the scrutineers.

## **Section C – Administrative Policies**

### **6.0 Fiscal Year**

6.1 The fiscal year of the Lower Trent Region Conservation Authority shall be the calendar year.

### **7.0 Auditor, Solicitor, Banker**

7.1 The Board of Directors will annually appoint an auditor, solicitor, and financial institute at the Annual Meeting.

### **8.0 Borrowing Resolution**

8.1 The Board of Directors may establish a borrowing resolution, as required.

### **9.0 Signing Officers**

9.1 The signing officers of the Lower Trent Region Conservation Authority shall be the Chair, Vice-Chair, Chief Administrative Officer/Secretary-Treasurer, and Manager, Corporate Services.

9.2 Payments incidental to all works, services, or goods purchased by the Authority to a maximum of \$20,000 will be signed or authorized by any two of the four Signing Officers, while cheques for more than \$20,000 will be signed by at least one of the Chair or Vice-Chair and one of the Chief Administrative Officer/Secretary-Treasurer or Manager, Corporate Services.

9.3 The Chief Administrative Officer/Secretary-Treasurer or the Manager, Corporate Services are empowered to authorize transfer of funds between the authority bank accounts.

9.4 The Chief Administrative Officer/Secretary-Treasurer may sign documents on behalf of the Authority which create obligations within approved spending authorizations as set out in 9.2 above and, as necessary, he/she may sign agreements and documents for the ongoing operations of the Authority and its programs such as the Drinking Water Source Protection Program and the Bay of Quinte Remedial Action Plan.

- 9.5 All deeds, land transfers, assignments, contracts, and obligations entered into by the Authority not specified in 9.4 above, will be signed by one of the Chair or Vice-Chair and one of the Chief Administrative Officer/Secretary-Treasurer or Manager, Corporate Services.
- 9.6 The borrowing of funds necessary for the approved projects and programs of the Authority may be arranged, pursuant to the borrowing resolution, by one of the Chair or Vice-Chair and one of the Chief Administrative Officer/Secretary-Treasurer or Manager, Corporate Services.
- 9.7 Signing authority may be delegated to staff by the Chief Administrative Officer/Secretary-Treasurer for purchases within approved budgets.

## **10.0 Per Diems and Expenses**

- 10.1 The Authority shall establish a per diem allowance and mileage allowance from time to time and these allowances will apply to the members of the Board of Directors for service to the Authority for attendance, and associated travel, at Board of Directors meetings and at such other meetings and business functions as may be, from time to time, requested by the Chair and/or authorized by the Authority through the Chief Administrative Officer/Secretary-Treasurer.
- 10.2 If no quorum is present at an Authority Board of Directors meeting, or any other meeting of the Authority, the per diem and travel expenses shall be paid to those in attendance.
- 10.3 Per diems are not paid for meetings held via telecommunications unless they are deemed official and minutes are recorded.
- 10.4 All per diem allowances and mileage allowances shall be in accordance with the Ontario Municipal Board (OMB) Order or approval by the OMB.
- 10.5 The per diem allowances and mileage allowances will be reviewed at least every four years, or at the request of the Board of Directors.
- 10.6 A per diem will be paid for each separate meeting attended, unless the meetings are concurrent and at the same location.

## **Section D – Meetings and Procedures**

### **11.0 Notices of Authority Meetings**

- 11.1 The Authority shall generally meet nine times per year including one meeting prior to March 1<sup>st</sup>, and one meeting after July 1<sup>st</sup>. Meetings will not generally be held in January, July, or August.
- 11.2 Authority meetings shall normally be held at the Lower Trent Region Conservation Authority's Administration Office.
- 11.3 Authority meetings will generally be scheduled on the second Thursday of the month, at a consistent time agreed upon by the Authority.
- 11.4 Further Authority meetings shall be scheduled by the Authority or at the call of the Chair.

- 11.5 Notice of all Authority meetings shall be conveyed to members and posted on the Lower Trent Region Conservation Authority website at least five (5) working days prior to the date of the meeting. Other persons or organizations wishing notice of meetings may contact the Lower Trent Region Conservation Authority office to receive such notifications.
- 11.6 The Chair may, at any time or at the written request of one-third of the members of the Authority, call a special meeting of the Authority. Notice of the time and place of any special meeting shall be sent to each member of the Authority at least 72 hours before the time when the Special Authority Meeting is to be held, and to other persons or organizations that have requested notification.
- 11.7 The notice calling a Special Authority Meeting shall state the business to be considered and no business other than that stated in the notice shall be considered at the meeting.

## **12.0 Authority Annual Meeting**

- 12.1 The Annual Meeting of the Authority will be scheduled before the 1<sup>st</sup> day of March and will generally be the first meeting of the Authority in the calendar year.
- 12.2 At the Annual Meeting of the Authority in each year, the Agenda shall include:
- a. the introduction of new members;
  - b. the election of a Chair and Vice-Chair;
  - c. appointment of a solicitor, external auditor, financial institution, and Signing Officers.

## **13.0 Agenda for Board of Directors Meetings**

- 13.1 The agenda for all Board of Directors meetings shall be prepared and distributed by the Chief Administrative Officer/Secretary-Treasurer, or designate, in consultation with the Chair, as required. Members requesting items to be placed on the agenda shall notify the Chief Administrative Officer/Secretary-Treasurer ten (10) working days before the meeting; otherwise, any additional items must be added to the agenda at the meeting under "Other Business."

## **14.0 Quorum**

- 14.1 Pursuant to Section 16(2) of the *Conservation Authorities Act*, a quorum consists of one-half of the members appointed by the participating municipalities.
- 14.2 When a quorum is first present, within one half hour after the time specified for the meeting, the Chair shall call the meeting to order.
- 14.3 If there is no quorum within one half hour after the time specified for the meeting, the Chair shall declare the meeting adjourned due to a lack of a quorum and the Chief Administrative Officer/Secretary-Treasurer, or designate, shall record the names of the members present and absent.

- 14.4 Where the number of members who, by reason of the provisions of the *Municipal Conflict of Interest Act*, R.S.O. 1990, are disabled from participating in a meeting is such that, at the meeting, the remaining numbers are not sufficient number to constitute a quorum, then the remaining number of members shall be deemed to constitute a quorum, provided such a number is not less than two.
- 14.5 If, during the course of an Authority 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 another meeting is called.

## 15.0 Meeting Procedures

- 15.1 The Authority will conduct business in accordance with Robert's Rules of Order.
- 15.2 In the event of the absence of the Chair from any meeting, the Vice-Chair shall act as Chair and, for the purpose of that meeting, has all the powers and shall perform all the duties of the Chair.
- 15.3 In the event of the absence of the Chair and Vice-Chair from any meeting, the members present shall appoint an acting Chair who, for the purpose of that meeting, has all the powers and shall perform all the duties of the Chair.
- 15.4 The Agenda of the meeting shall be taken up in the order in which it stands on the Agenda unless otherwise decided by the Board of Directors.
- 15.5 The minutes of the previous meeting shall not be read unless the reading thereof is required by resolution.
- 15.6 The Board of Directors will observe the following procedures for discussion/debate on any matter coming before it:
- A member will be recognized by the Chair prior to speaking and all questions and points of discussion shall be directed through the Chair;
  - When two or more members rise to speak at the same time, the Chair shall name the members who, in his/her opinion, has the right of precedence;
  - Where a motion is presented, it shall be moved and seconded before debate;
  - 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 and when no new matter is introduced;
  - 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;
  - Any member may ask a question of the previous speaker through the Chair;
  - Any member may require the question or motion under discussion to be read at any time during the debate except while a member is speaking;
  - No member shall speak to a question or in reply for a longer period than five minutes without the leave of the Board of Directors;
  - 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;
  - When a motion is under consideration, only one amendment is permitted at a time;

- After a question has been decided, any member who voted thereon may, with the majority consent at any regular meeting of the Authority, move for reconsideration of the question;
- No discussion of the main question shall be allowed until the motion for reconsideration is carried, and no question shall be reconsidered more than once at any one meeting.

15.7 If a Board Member, unable to be in attendance at any meeting of the Board of Directors, wishes to bring to the attention of the Board any additional information or opinion pertaining to an agenda item, the member shall address in writing to the Chair such correspondence prior to the start of the meeting. The correspondence shall be read by the Chief Administrative Officer/Secretary-Treasurer without comment or explanation.

## **16.0 Notice of Motion**

16.1 Written notice of motion to be placed on the meeting agenda may be given by any one member of the Authority and shall be delivered in writing to the Chief Administrative Officer/Secretary-Treasurer not less than ten (10) business days prior to the date and time of the meeting at which the motion is to be introduced.

16.2 Notwithstanding 16.1, when a motion in respect to the business on the agenda is presented to the Board of Directors at its meeting, the Chair may, at his/her discretion, require that the motion be presented in writing and signed by the mover and seconder, and the motion shall then be read by the Chair before debate.

## **17.0 Points of Order**

17.1 The Chair shall preserve order and decide on questions of order.

17.2 When the Chair rule on a point of order is challenged, the members present at the meeting shall vote to sustain the Chair's ruling or to make a new ruling.

## **18.0 Voting**

18.1 Each member of the Authority is entitled to one vote and the Chair may vote with the other members on all questions.

18.2 A majority vote of the members present at any Authority meeting is required to carry any matter coming before the meeting.

18.3 In the event of a tie vote, the motion under decision is lost.

18.4 The exception to 18.2 occurs during voting with respect to the general levy which is a weighted majority vote.

18.5 Upon the taking of a vote at any meetings of the Authority, if all the members present when the vote is taken do not vote unanimously, the Chief Administrative Officer/Secretary-Treasurer, or designate, upon request of any member before or after the vote is confirmed, shall record the name and vote of each member including abstentions, if any.

- 18.6 There are no provisions for proxy voting for regular meetings of the Board of Directors or committee meetings.

## **19.0 Meetings with Closed Sessions**

- 19.1 Meetings of the Lower Trent Region Conservation Authority, including Hearings Committee meetings, or part thereof, may, for purposes of dealing with personnel and/or confidential matters, go into a closed session.
- 19.2 A meeting or a part of a meeting 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 Authority employees.
  - c. A proposed or pending acquisition or disposition of land.
  - d. Labour relations or employee negotiations.
  - e. Litigation or potential litigation, including matters before administrative tribunals affecting the Authority.
  - f. Advice that is subject to solicitor-client privilege.
  - g. A matter in respect of which the Authority may hold a closed meeting under another Act.
- 19.3 A meeting or part of a meeting shall be closed to the public if the subject matter relates to the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act*.
- 19.4 Before holding a meeting or part of a meeting that is 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.
- 19.5 No vote shall be taken unless it is for a procedural matter.
- 19.6 Proceedings of the closed session will be recorded and brought forward for approval at the next meeting of the Authority.

## **20.0 Delegations & Public Input**

- 20.1 Members of the public are provided an avenue of communication by which to address the Authority on matters within the Authority's mandate or interest by means of a delegation at Board of Directors meetings.
- 20.2 Delegations are to submit a request to the Chief Administrative Officer/Secretary-Treasurer at least ten (10) business days prior to a scheduled Authority meeting if they wish to make a presentation, including business to be discussed, number of delegates, and other pertinent information.
- 20.3 Delegation presentations are not to exceed 10 minutes in length; Board members may ask questions of the speaker for up to 15 minutes.

- 20.4 Members of the public are to submit a written request to the Chief Administrative Officer/ Secretary-Treasurer within four (4) business days prior to the scheduled Authority meeting, should they wish to address or ask questions about items on the Board agenda, and must indicate the business to be discussed, number of delegates, and other pertinent information.
- 20.5 Members of the public will be given 10 minutes to speak to an agenda item or to ask questions; Board members may ask questions of the speaker for up to 15 minutes.
- 20.6 Members of the public in attendance at the meeting that wish to discuss any item of business can be heard if approved by the majority vote of the Board.
- 20.7 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 Authority Meeting.
- 20.8 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 minutes in length.
- 20.9 Any actions arising from a delegation or other public input will be communicated in writing to the contact person by the Chief Administrative Officer/Secretary-Treasurer or his/her delegate.

## **21.0 Disclosure of Pecuniary Interest**

- 21.1 Where a member, either on his own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting of the Authority or committee meeting of the Authority at which the matter is the subject of consideration, the member shall:
- a. Prior to any consideration of the matter at the meeting, disclose the interest and the general nature thereof;
  - b. Not take part in the discussion of, or vote on, any question in respect of the matter; and
  - c. Not attempt in any way whether before, during, or after the meeting, to influence the voting on any such question.
- 21.2 Where a meeting is not open to the public, in addition to complying with the requirements, the member shall forthwith leave the meeting for the part of the meeting during which the matter is under consideration.
- 21.3 The meeting minutes shall reflect the disclosure of any pecuniary interest made by members of the Authority.

## **22.0 Use of Telecommunications**

- 22.1 Discussions held by telecommunications (e.g., video conferencing, conference call, E-mail polls) may be used to provide direction to the Chief Administrative Officer/Secretary-Treasurer, in special cases to address time-sensitive matters, when an in-person meeting is not feasible.

- 22.2 When the Board of Directors has provided direction via telecommunications, the Chief Administrative Officer/Secretary-Treasurer, or designate, will confirm the direction provided in writing.
- 22.3 When the Board of Directors has provided direction via telecommunications, the matter will be discussed at the next Authority meeting, and a resolution passed to ratify the decision.
- 22.4 An official meeting of the Board of Directors may be held through telecommunications, if a time-sensitive decision is required and an in-person meeting is not practical.

## 23.0 Proceedings of Meetings

- 23.1 All matters 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 (subsection 19.0).
- 23.2 The Chief Administrative Officer/Secretary-Treasurer, or designate, shall keep or cause to be kept accurate minutes of all Authority meetings.
- 23.3 The Chief Administrative Officer/Secretary-Treasurer, or designate, shall circulate draft minutes to the members of the Board of Directors as soon as possible following the meeting, and no later than 30 days after the meeting.
- 23.4 Minutes will be reviewed and approved, with or without amendments, at the next meeting.
- 23.5 Approved minutes will be posted on the Authority's website for ease of access by the municipalities, Board of Directors, provincial ministries, other organizations, media, and the public.

## 24.0 Expulsion from Meeting

- 24.1 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 in the minutes.
- 24.2 In the case of an apology being made by the offender, he/she may, by vote of the Board of Directors, be permitted to retake his/her seat.

## 25.0 Other Meetings

- 25.1 **Appointment of Committees**  
The Authority may, from time to time, appoint standing committees or advisory boards from among its own members, or otherwise, to study and report to it on a subject over which the Authority has jurisdiction.
- 25.2 **Hearings Committee Meetings**  
a. Subject to the *Conservation Authorities Act*, the Hearings Committee is empowered and instructed to conduct Hearings for regulations passed pursuant to Section 28(1) of the *Conservation Authorities Act*.

- b. The Hearings Committee shall consist of all members of the Board of Directors, and meetings of the Hearings Committee shall be scheduled, as required, at the call of the Chair.
- c. The regulations, policies, and procedures governing the Authority shall be observed in Hearings Committee meetings, as far as they are applicable, and the words Hearings Committee shall be substituted for the word Authority or Board of Directors, where such is applicable.

#### 25.3 Committee Meetings

The regulations, policies, and procedures governing the Authority shall be observed at all committee meetings of the Authority, as far as they are applicable.

## Section E – Code of Conduct

### 26.0 Code of Conduct

#### 26.1 General

Members of the Board are expected to:

- Serve in a conscientious and diligent manner;
- Conduct themselves ethically, lawfully, and with integrity;
- Refrain from using the influence of office for any purpose other than for the exercise of his/her official duties;
- Act in the public interest, representing their respective Municipalities while making decisions for the betterment of the watershed;
- Demonstrate an interest in and commitment to the Authority;
- Maintain a sense of fairness, independence, and objectivity and treat others with respect;
- Abide by the Authority's regulations and policies;
- Conduct themselves with decorum at Authority meetings; respect for staff, delegations, the public, media, and for fellow members requires that all members show courtesy and not distract from the business of the Authority during presentations and when other members have the floor.

No member, at a meeting, shall:

- Use offensive words in or against the Authority or against any member thereof;
- Speak beside the question;
- Resist the rules or disobey the decision of the Chair on questions of order or practices or upon the interpretation of the rules of the Authority.

26.2 Should a board member be absent from three (3) consecutive meetings or five (5) meetings in a year, the Chief Administrative Officer/Secretary-Treasurer, under direction of the Board of Directors, will consult with the board member and perspective municipality regarding the absence.

#### 26.3 Gifts and Benefits

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

#### 26.4 Confidentiality

All information, documentation or deliberations received, reviewed, or taken in closed session of the Authority and its committees, are confidential.

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

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

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

- Human resource matters;
- Information about suppliers provided for evaluation which might be useful to other suppliers;
- Matters relating to the legal affairs of the Authority;
- Sources of complaints where the identity of the complainant is given in confidence;
- Items under negotiation;
- Schedules of prices in contract tenders;
- Information deemed to be “personal information” under the *Municipal Freedom of Information and Protection of Privacy Act*.

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

#### 26.5 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.

#### 26.6 Work of a Political Nature

No member shall use Authority facilities, services, or property for his or her re-election campaign.

No member shall use the services of Authority employees for his or her re-election campaign, during hours in which the employees are in the paid employment of the Authority.

#### 26.7 Encouragement of Respect for Corporation

Members shall represent the Authority in a respectful way and encourage public respect for the Authority, its programs and regulations, and staff.

Members shall be respectful of the fact that staff work for the whole corporation and are charged with making recommendations that reflect their professional expertise and corporate perspective.

#### 26.8 Harassment

The Authority has a legal responsibility to maintain a work environment free of violence and harassment, consistent with the Ontario *Occupation Health & Safety Act*.

Harassment of another member, staff, or any member of the public is misconduct. It is the policy of the Lower Trent Region Conservation Authority that all persons be treated fairly in the workplace in an environment free of discrimination and of personal and sexual harassment.

Harassment may be defined as any behaviour by any person including a co-worker that is directed at or is offensive to another person on the grounds of race, ancestry, place of origin, colour, ethnic citizenship, creed, sex, age, marital status, or family status and any other prohibited grounds under the provisions of the *Ontario Human Rights Code* and the *Occupational Health and Safety Act*.

#### 26.9 Complaints

If a Board member has questions or issues surrounding reports, projects, operational concerns or complaints, such questions should be directed through the Chief Administrative Officer/Secretary-Treasurer.

If a Board member is approached by the public with inquiries/complaints regarding operational matters, the Board member is encouraged to contact the Chief Administrative Officer/Secretary-Treasurer who, in turn, can contact the individual for review/resolution.

## Section F – Revocation

### 27.0 Revocation

27.1 Upon approval of these Governance and Administrative Policies & Procedures by the Board of Directors, all such previous administrative resolutions, procedures, rules of order, and governance and administrative policies & procedures shall be revoked.

**Appendix A:  
Administrative Regulation, February 5, 1985**

**ADMINISTRATION REGULATION**

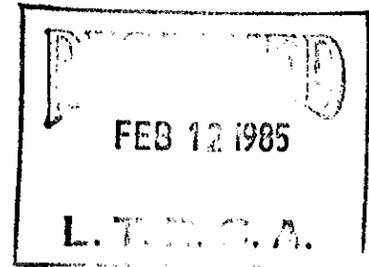
February 5, 1985

**(Section 30, The Conservation Authorities Act, R.S.O. 1980)**

**MINISTER'S CERTIFICATE**

IN THE MATTER OF APPROVAL of

Regulation under Section 30  
of the Conservation Authorities Act,  
R.S.O. 1980



I, Alan W. Pope, Minister of Natural Resources, pursuant to section 30 of the Conservation Authorities Act, hereby approve the regulation, dated February 5, 1985, for all Conservation Authorities now in existence and for all Conservation Authorities established after this date, and revoke all previous approvals and regulations made under Section 29 of the Conservation Authorities Act, R.S.O. 1970 and Section 30 of the Conservation Authorities Act, R.S.O. 1980.

Alan W. Pope  
Minister of Natural Resources

DATED at Toronto

this *7th* day of *February*  
, 1985

CALLING OF MEETINGS

1. At least two general meetings of the Authority shall be held each year at such time and place as the Authority or the Executive Committee shall decide, including one meeting prior to March 1st, and one meeting after July 1st, the annual meeting being a meeting prior to March 1st.
2. Notice of all Full Authority meetings and Executive Committee meetings shall be conveyed to members, municipalities, Ministry of Natural Resources, and to the local media at least 5 days prior to the date of the meetings. The notice shall include the time and place of the meeting and all items to be discussed at the meeting.
3. Anyone wishing notice of other meetings shall leave their name and address with the Secretary-Treasurer. The Secretary-Treasurer or his or her designate shall inform that person, in writing or by telephone, in advance of other meetings.

4. When any matter pertaining to an application for an Authority permit is to be discussed at a meeting of an Authority, the applicant shall be notified 5 days prior to the date of the meeting and invited to attend.
5. The Executive Committee shall meet at such time and place as the Chairman shall decide or at other such intervals as the Executive Committee shall decide.
6. Each regular Advisory Board shall meet at such time and place as the respective chairman shall decide under the general direction of the Authority or the Executive Committee.
7. Notice of Advisory Board meetings shall be conveyed to all members at least 5 days prior to the date of the meeting.

#### ELECTIONS AND APPOINTMENTS

8. The election of officers shall be held yearly at the Annual Meeting.
9. The order of procedure for the elections shall be:
  - (a) The election of the Chairman (appointed Chairman excluded), who shall be an accredited member of the Authority, with such elections being conducted by a person appointed by the Authority;
  - (b) The election of the vice-chairman, who shall be an accredited member of the Authority.
  - (c) Such other elections as the Authority may determine.
10. Elections shall be held by secret ballot and no member may vote by proxy.

#### MEETING PROCEDURES

11. If no quorum is present one-half hour after the time appointed for a meeting of the Authority, the secretary-treasurer shall call the roll and record the names of the members present and the meeting shall stand adjourned until the next meeting.
12. Rules of procedure for Authority meetings shall adhere to the current edition of Robert's Rules of Order, Bourinot's Rules of Order or other generally accepted rules of procedure.
13. The regulations 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 shall be substituted for the word Authority, where such is applicable.

#### FREEDOM OF INFORMATION

14. All matters 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 the following matters:
  - (a) Personnel Records
  - (b) On-going Property Negotiations
  - (c) Court cases in which the Authority is involved

- (d) Discussions which could adversely affect the interests of a third party.

#### POWER AND FUNCTIONS OF THE EXECUTIVE COMMITTEE

- 15. The Authority may delegate all or any of its power to the Executive Committee (if applicable), 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 such contracts or agreements as are necessarily incidental to the works approved by the Authority.

#### SIGNING OFFICERS

- 16. Any two of the following officers are designated and empowered to sign contracts, agreements and other documents on behalf of the authority: Chairman, Vice-Chairman, Secretary-Treasurer, Chief Administrative Officer.

#### SECRETARY-TREASURER

- 17. As a minimum, the secretary-treasurer or his or her designate shall:
  - (a) give or cause to be given all notices required by this Regulation;
  - (b) keep or cause to be kept accurate records of meetings and accounts of the Authority and shall be custodian of the corporate seal;
  - (c) carry out or cause to be carried out required financial transactions on behalf of the Authority.

#### REVOCATIONS

- 18. All previous regulations made under Section 29 of the Conservation Authorities Act, R.S.O. 1970 and Section 30 of the Conservation Authorities Act, R.S.O. 1980 are revoked.