

ADMINISTRATIVE
& GOVERNANCE
BY-LAWS

2025



Mattagami Region
Conservation Authority

TABLE OF CONTENTS

| | |
|--|-----------|
| A. INTRODUCTION | 1 |
| 1. POWERS OF AUTHORITIES | 1 |
| 2. DEFINITIONS | 4 |
| B. GOVERNANCE | 6 |
| 1. MEMBERS | 6 |
| a) <i>Appointments</i> | 6 |
| b) <i>Term of Director Appointments</i> | 6 |
| c) <i>Powers of the Board of Directors</i> | 6 |
| d) <i>Director Accountability</i> | 7 |
| e) <i>Applicable Legislation</i> | 8 |
| f) <i>Relationship Between Members and Staff</i> | 8 |
| 2. OFFICERS | 9 |
| 3. ABSENCE OF CHAIR AND VICE-CHAIR | 10 |
| 4. MAXIMUM TERM FOR CHAIR AND VICE-CHAIR | 10 |
| 5. REPRESENTATIVES TO CONSERVATION ONTARIO COUNCIL..... | 10 |
| 6. ELECTION OF CHAIR AND VICE-CHAIR..... | 11 |
| 7. APPOINTMENT OF AUDITOR | 11 |
| 8. APPOINTMENT OF FINANCIAL INSTITUTION..... | 11 |
| 9. APPOINTMENT OF SOLICITOR..... | 11 |
| 10. FINANCIAL STATEMENTS AND REPORT OF THE AUDITOR..... | 11 |
| 11. BORROWING RESOLUTION | 11 |
| 12. LEVY NOTICE | 12 |
| 13. SIGNING OFFICERS | 12 |
| 14. ADVISORY BOARDS AND OTHER COMMITTEES | 12 |
| 15. REMUNERATION OF MEMBERS | 12 |
| 16. RECORDS RETENTION..... | 13 |
| 17. RECORDS AVAILABLE TO PUBLIC..... | 13 |
| 18. BY-LAW REVIEW | 14 |
| 19. BY-LAW AVAILABLE TO PUBLIC..... | 14 |
| 20. ENFORCEMENT OF BY-LAWS AND POLICIES..... | 14 |
| 21. INDEMNIFICATION OF MEMBERS, OFFICERS AND EMPLOYEES | 14 |
| C. MEETING PROCEDURES | 15 |
| 1. RULES OF PROCEDURE..... | 15 |
| 2. NOTICE OF MEETING | 15 |
| 3. MEETINGS OPEN TO PUBLIC..... | 16 |
| 4. AGENDA FOR MEETINGS..... | 16 |
| 5. QUORUM | 17 |
| 6. ORDER OF BUSINESS | 17 |
| 7. DEBATE | 17 |
| 8. MATTERS OF PRECEDENCE | 18 |
| 9. MEMBERS' ATTENDANCE..... | 18 |
| 10. ELECTRONIC MEETINGS AND PARTICIPATION | 19 |
| 11. DELEGATIONS..... | 19 |
| 12. ANNUAL MEETING | 20 |
| 13. MEETINGS WITH CLOSED "IN CAMERA" SESSIONS | 20 |
| 14. VOTING..... | 21 |
| 15. NOTICE OF MOTION | 22 |
| 16. MOTION TO RECONSIDER | 23 |
| 17. DUTIES OF THE MEETING CHAIR..... | 23 |
| 18. CONDUCT OF MEMBERS..... | 23 |
| 19. MINUTES OF MEETINGS | 24 |

| | | |
|-----------|--|-----------|
| D. | APPROVAL OF BY-LAW AND REVOCATION OF PREVIOUS BY-LAW(S) | 24 |
| E. | APPENDIX 1 – CODE OF CONDUCT | 25 |
| | 1. BACKGROUND | 25 |
| | 2. GENERAL | 25 |
| | 3. GIFTS AND BENEFITS | 26 |
| | 4. CONFIDENTIALITY | 26 |
| | 5. USE OF AUTHORITY PROPERTY | 27 |
| | 6. WORK OF A POLITICAL NATURE | 27 |
| | 7. CONDUCT AT AUTHORITY MEETINGS | 27 |
| | 8. INFLUENCE ON STAFF | 27 |
| | 9. BUSINESS RELATIONS | 27 |
| | 10. ENCOURAGEMENT OF RESPECT FOR THE AUTHORITY AND ITS REGULATIONS | 27 |
| | 11. HARASSMENT | 27 |
| | 12. BREACH OF CODE OF CONDUCT | 28 |
| F. | APPENDIX 2 - CONFLICT OF INTEREST | 29 |
| | 1. MUNICIPAL CONFLICT OF INTEREST ACT | 29 |
| | 2. DISCLOSURE OF PECUNIARY INTEREST | 29 |
| | 3. CHAIR’S CONFLICT OF INTEREST OR PECUNIARY INTEREST..... | 30 |
| | 4. CLOSED MEETINGS | 30 |
| | 5. MEMBER ABSENT | 30 |
| | 6. DISCLOSURE RECORDED IN MINUTES | 30 |
| | 7. REGISTRY MAINTAINED FOR PUBLIC INSPECTION | 30 |
| | 8. BREACH OF CONFLICT OF INTEREST POLICY..... | 30 |
| G. | APPENDIX 3 - PROCEDURE FOR ELECTION OF OFFICERS | 32 |
| | 1. VOTING..... | 32 |
| | 2. ACTING CHAIR | 32 |
| | 3. SCRUTINEER(S) | 32 |
| | 4. ELECTION PROCEDURES | 32 |
| H. | APPENDIX B—COMMON MOTIONS | 34 |
| | 1. MOTION TO ADJOURN | 34 |
| | 2. MOTION TO AMEND | 34 |
| | 3. MOTION TO CENSURE | 34 |
| | 4. MOTION TO CLOSE DEBATE (PREVIOUS QUESTION)..... | 35 |
| | 5. MOTION TO POSTPONE DEFINITELY | 35 |
| | 6. MOTION TO POSTPONE INDEFINITELY..... | 35 |
| | 7. MOTION TO RECONSIDER | 35 |
| | 8. MOTION TO REFER (TO COMMITTEE)..... | 36 |
| | 9. MOTION TO SUSPEND THE RULES (WAIVE THE RULES) | 36 |
| | 10. MOTION TO TABLE | 37 |
| | 11. POINT OF ORDER | 37 |
| | 12. POINT OF PERSONAL PRIVILEGE | 37 |
| I. | PREVIOUS AMENDMENTS | 38 |

A. INTRODUCTION

Mattagami Region Conservation Authority Administrative and Governance By-laws are passed under powers conferred on the Authority under Section 19.1 of the *Conservation Authorities Act*, as amended by the *Building Better Communities and Conserving Watersheds Act, 2017*, which provides direction for conservation authorities to make such by-laws as are required for its proper administration.

Where municipal legislation conflicts with any part of this by-law (e.g., *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.

Mattagami Region Conservation Authority is a non-share corporation with the objects to provide, in the area over which it has jurisdiction, programs and services designed for the purpose of furthering the conservation, restoration, development and management of natural resources in watershed(s) other than gas, oil, coal and minerals. Established in 1961 (OIC-4733-61) as the Mattagami Valley Conservation Authority and then enlarged and renamed as the Mattagami Region Conservation Authority in 1974 (OIC-322-74), the Authority has been actively involved in the management and protection of our watershed resources for over 60 years. Our goal is to make sure we have a healthy environment in which to work and play both now and in the years to come.

The Mattagami Region Conservation Authority is comprised of its members (who form the Board of Directors), appointed as representatives by the participating municipality(s), namely the City of Timmins. The Board of Directors 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).

1. Powers of authorities

Conservation Authorities Act S. 19.1 (1) An authority may make by-laws,

- (a) respecting the meetings to be held by the authority, including providing for the calling of the meetings and the procedures to be followed at meetings, specifying which meetings, if any, may be closed to the public;
- (b) prescribing the powers and duties of the secretary-treasurer;
- (c) designating and empowering officers to sign contracts, agreements and other documents on behalf of the authority;

- (d) delegating all or any of its powers to the executive committee except,
 - (i) the termination of the services of the secretary-treasurer,
 - (ii) the power to raise money, and
 - (iii) the power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the authority;
- (e) providing for the composition of its executive committee and for the establishment of other committees that it considers advisable and respecting any other matters relating to its governance;
- (f) respecting the roles and responsibilities of the members of the authority and of its officers and senior staff;
- (g) requiring accountability and transparency in the administration of the authority including,
 - (i) providing for the retention of records specified in the by-laws and for making the records available to the public,
 - (ii) establishing a code of conduct for the members of the authority, and
 - (iii) adopting conflict of interest guidelines for the members of the authority;
- (h) respecting the management of the authority's financial affairs, including auditing and reporting on the authority's finances;
- (i) respecting the by-law review required under subsection (3) and providing for the frequency of the reviews; and
- (j) respecting such other matters as may be prescribed by regulation. 2017, c. 23, Sched. 4, s. 16.

Conservation Authorities Act S. 21 (1) For the purposes of accomplishing its objects, an authority has power,

- (a) to research, study and investigate the watershed and to support the development and implementation of programs and services intended to further the purposes of this Act;
- (b) for any purpose necessary to any project under consideration or undertaken by the authority, to enter into and upon any land, with consent of the occupant or owner, and

survey and take levels of it and make such borings or sink such trial pits as the authority considers necessary;

(c) to acquire by purchase, lease or otherwise any land that it may require, and, subject to subsections (2) and (4), to sell, lease or otherwise dispose of land so acquired;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

2. Definitions

“Authority” shall mean the Mattagami Region Conservation Authority.

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

“Chair” shall mean the Chairperson as elected by the Board of Directors of the Mattagami Region Conservation Authority.

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

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

“Majority” shall mean half of the votes plus one.

“Meeting” shall mean any regular or special meeting of board members, or of a committee of the Board, where:

- a) a quorum of members is present; and
- b) members discuss or otherwise deal with any matter in a way that materially advances the business or decision-making of the Board or committee.

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

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

“Officer” means an officer of the Authority as 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 and Vice-Chair of the Authority Board of Directors and the General Manager.

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

“Pecuniary Interest” means the financial or material interest of a Member and the financial or material interest of a member of the Member’s immediate family as defined under the *Municipal Conflict of Interest Act*.

“Staff” shall mean employees of the Mattagami Region Conservation Authority.

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

B. GOVERNANCE

1. Members

a) Appointments

The participating municipality(s) within the jurisdiction of the Mattagami Region Conservation Authority shall appoint members in accordance with Order in Council 322-74 and MRCA Board Resolution 2018-1335. An additional agricultural sector representative may be appointed to the Authority by the Minister. Members must reside in a participating municipality(s) within the Authority's area of jurisdiction. Collectively, the appointed members for the purposes of this by-law are also referred to as the Board of Directors.

b) Term of Director Appointments

In accordance with Section 14 of the Act, a member shall be appointed for a term of up to four (4) years at the discretion of the appointing participating municipality; such term beginning at the first meeting of the Authority following his or her appointment and ending immediately before the first meeting of the Authority following the appointment of his or her replacement. The General Manager shall notify the appropriate municipality in advance of the expiration date of any member's term, unless notified by the municipality of the member's reappointment or the appointment of his or her replacement. A member is eligible for reappointment. A member can be replaced by a participating municipality at the municipality's discretion prior to the end of their term. The Minister will define the term for the member they appoint as a representative of the agricultural sector (if applicable).

c) Powers of the Board of Directors

Subject to the Act and other applicable legislation, the Board of Directors is empowered without restriction to exercise all of the powers prescribed to the Authority under the Act. In addition to the powers of an authority under s.21 of the Act for the purposes of accomplishing its objects, as referenced in the introduction of this By-law, the powers of the Board of Directors 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. Recruiting, appointing and evaluating a Chief Administrative Officer and/or General Manager/Secretary-Treasurer;
- iii. Terminating the services of the Chief Administrative Officer and/or General Manager/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:
 - a. the termination of the services of the Chief Administrative Officer and/or General Manager/Secretary-Treasurer,
 - b. the power to raise money, and
 - c. 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 acquisition of land or disposition of land, subject to the requirements under the Act;
- xiv. Approving permits or refusing permission as may be required under any regulations made under Section 28 of the Act, including the delegation of this responsibility to the General Manager consistent with MRCA Resolution 2025-1678;
- 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 Ontario Land Tribunal.

d) Director 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 General Manager and other staff of the Authority are responsible for the day-to-day operations, the Board of Directors is responsible for matters of governance, ensuring compliance with applicable legislation, and ensuring appropriate policies are in place and for financial soundness of the Authority.

Every member and officer in exercising his or her powers and discharging his or her duties to the Authority shall act honestly and in good faith with a view to the best interests of the Authority and

exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

All Directors have the responsibility to be guided by and adhere to the Code of Conduct (Appendix 1) and Conflict of Interest Policy (Appendix 2), as adopted by the Authority. Additionally, the agricultural representative appointed by the Minister (if applicable) will be required to follow the provincial ethical framework set out for government public appointees in the Management Board of Cabinet's Agencies and Appointments Directive.

Directors 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 Directors are subject to other legislation including, but not limited to:

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

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

f) Relationship Between Members and Staff

The General Manager shall manage the operations of the organization, including all employees of the Authority. The General Manager is accountable to the Authority, working cooperatively to achieve the goals established by the Board of Directors.

The Board of Directors will ensure that a process exists for regular performance evaluations of the General Manager measuring their performance against the Authority's strategic plan, if applicable, short- and long-term objectives, financial and human resources goals of the organization.

The following guidelines should be followed throughout the organization:

- If a member has questions on a project or report, such questions should be referred through the General Manager for him/her to invite the appropriate staff to explain the project and answer questions.
- If a member would like to volunteer to assist in a project, such action should be taken in consultation with the General Manager to organize the process.
- If a member receives a complaint about a staff person or would like to acknowledge a staff person, such information should go through the General Manager.

2. Officers

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

Chair

- Is a member of the Authority;
- Presides at all meetings of the Board of Directors;
- Calls special meetings if necessary;
- Acts as a public spokesperson on behalf of the Board of Directors;
- Serves as signing officer for the Authority;
- Ensures relevant information and policies are brought to the Authority's attention;
- Keeps the Board of Directors apprised of significant issues in a timely fashion;
- Performs other duties when directed to do so by resolution of the Authority.

Vice-Chair

- Is a member of the Authority;
- Attends at all meetings of the Authority;
- Carries out assignments as requested by the Chair;
- Understands the responsibilities of the Chair and acts as Chair immediately upon the death, incapacity to act, absence or resignation of the Chair until such time as a new Chair is appointed or until the Chair resumes his/her duties;
- Serves as a signing officer for the Authority.

General Manager (GM)

Responsibilities of the GM as assigned by the Authority include, but are not limited to the following:

- Is an employee of the Authority;
- Fulfills the requirements of the Secretary-Treasurer as defined in the Act;

- Is the custodian of the Corporate Seal;
- Attends all meetings of the Board of Directors or designates an acting GM if not available;
- Works in close collaboration with the Chair and Vice-Chair and keeps them apprised of relevant information and significant issues in a timely fashion;
- Develops a strategic plan for approval by the Board of Directors 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;
- Acts as public spokesperson for the Authority in the absence of the Chair and Vice-Chair.
- Develops and maintains effective relationships and ensures good communications with participating municipalities, federal and provincial government ministries/agencies, Indigenous communities, other conservation authorities, Conservation Ontario, stakeholders, community groups and associations;
- Serves as a signing officer for the Authority.

3. Absence of Chair and Vice-Chair

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

4. Maximum Term for Chair and Vice-Chair

Both the Chair and Vice-Chair shall hold office for a term of one (1) year, and shall serve for no more than two (2) consecutive terms. Notwithstanding these terms, the Minister may grant permission (upon application by an Authority or a participating municipality) for a Chair or Vice-Chair to serve for a term of more than one (1) year or to hold office for more than two (2) consecutive terms.

5. Representatives to Conservation Ontario Council

The Authority may appoint up to three (3) Representatives to Conservation Ontario Council ("Council"), designated as Voting Delegate and Alternate(s). Representatives for the Mattagami Region Conservation Authority shall include the Chair, Vice-Chair and General Manager. 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.

6. Election of Chair and Vice-Chair

The election of the Chair and Vice-Chair shall be held at the first meeting held each year in accordance with the Authority's Procedures for Election of Officers (Appendix 3).

7. Appointment of Auditor

The Authority will utilize the same banking and auditor services that are provided to the City of Timmins, in alignment with the MRCA's contracted use of Financial Services from the City of Timmins, and will also abide by the tendering time frame set out by the City of Timmins for the above-mentioned services.

8. Appointment of Financial Institution

The Board of Directors shall appoint, from time to time, a financial institution for the purpose of accepting electronic payments by Resolution.

9. Appointment of Solicitor

The Board of Directors shall delegate authority to the General Manager to select a solicitor to act as the Authority's legal counsel on an as needed basis.

10. Financial Statements and Report of the Auditor

The Authority's accounts and transactions will be audited annually by a person licensed under the Public Accounting Act, 2004 and shall ensure that the annual audit is prepared in accordance with generally accepted accounting principles for local governments recommended by the Public Sector Accounting Board of the Chartered Professional Accountants of Canada.

The Board of Directors shall receive and approve the Audited Financial Statements and Report of the Auditor annually for the previous year within four (4) months following the fiscal year-end.

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 on the Authority's website within sixty (60) days of receiving the Auditor's Report.

11. Borrowing Resolution

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

12. 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.

13. Signing Officers

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

- the two signing officers of the Authority shall be one of the Chair or Vice-Chair and the General Manager.

Where the Chair considers there to be an emergency, the two signing officers of the Authority shall be empowered to act without approval of the Board of Directors as a whole.

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

14. 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 Board of Directors 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 Board of Directors, presenting any recommendations made by the advisory board or committee.

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

15. Remuneration of Members

The Authority shall establish a per-diem rate from time to time to be paid to members for attendance at board meetings and advisory board or committee meetings, and at such other business functions as may be requested by the Chair, through the General Manager. In addition, an honorarium may be approved by the Authority for the Chair as compensation for their additional responsibilities. A single per-diem will be paid for attendance at more than one meeting if they occur consecutively on the same day.

The Authority shall reimburse members' reasonable travel expenses incurred for the purpose of attending meetings and/or functions on behalf of the Authority. Requests for such reimbursements shall be submitted within a timely fashion and shall be consistent with Canada Revenue Agency guidelines.

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

16. Records Retention

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

- i. Minutes of all meetings of the Authority, including registries of statements of interests in accordance with the *Municipal Conflict of Interest Act*;
- ii. Assets, liabilities, receipts and disbursements of the Authority and Financial Statements and Reports of the Auditors;
- iii. Human Resources files for all employees and Directors as applicable;
- iv. Workplace Health and Safety documents including workplace inspections, workplace accidents, investigations, etc.;
- v. Electronic communications including emails;
- vi. Contracts and Agreements entered into by the Authority;
- vii. Strategic Plans and other documents providing organizational direction;
- viii. Projects of the Authority;
- ix. Technical Studies and data gathered in support of Programs of the Authority;
- x. Legal Proceedings involving the Authority;
- xi. Incidents of personal injury or property damage involving the Authority and members of the public.

Such records shall be retained and protected in accordance with all applicable laws and the Records Retention Policy of the Authority as approved by the Board of Directors.

17. Records Available to Public

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

The Authority shall designate a member or the General Manager to act as head of the Authority for the purposes of MFIPPA.

18. 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 Board of Directors shall review the by-laws at least every four (4) years to ensure best management practices in governance are being followed.

19. By-law Available to Public

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

20. Enforcement of By-laws and Policies

The members shall respect and adhere to all applicable by-laws and policies (e.g., Code of Conduct and Conflict of Interest). The Authority may take reasonable measures to enforce its by-laws and policies, including the enforcement mechanisms under the *Municipal Conflict of Interest Act*. At a minimum, the procedure will include the following:

- An investigation will be conducted regarding the alleged breach.
- An opportunity will be provided to the affected member to respond to the allegation.
- The findings of the investigation and the affected member's response will be communicated to the Board of Directors in a closed meeting.
- The appointing municipality or the appointing Minister shall be notified of the outcome of the investigation.

21. Indemnification of Members, Officers and Employees

The Authority shall maintain a liability insurance policy for Directors and Officers.

C. Meeting Procedures

The meeting procedures below, governing the procedure of the Authority, shall be observed in all 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. When the Authority is sitting as a Hearing Board, hearings will meet the requirements of the *Statutory Powers and Procedures Act* SPPA, the details of which are specified in the O. Reg 41/24 MRCA Policy Manual: Appendix E: Hearing Guidelines.

The Authority will normally conduct its business as a Committee of the Whole. In-person attendance at meetings is preferred, however electronic meetings are permitted and the meeting procedures are identified in this by-law apply.

1. Rules of Procedure

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

2. Notice of Meeting

The Board of Directors shall approve a schedule for regular meetings in advance. The General Manager shall send notice of regular meetings to all members at least five (5) calendar days in advance of a meeting. Notice of all regular or special meetings of the Board of Directors or its committees shall be made available to the public as soon as possible after its delivery to the Board of Directors.

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

All material and correspondence to be dealt with by the Authority at a meeting will be submitted to the General Manager in advance of the meeting where it is to be dealt with. Submissions must be received at least 7 days in advance, if it is to be included in the published agenda, or 4 days in advance if it is to be introduced at the meeting.

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

The Chair or the General Manager may, by notice in writing or email, deliver 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 until the next scheduled date for the specific Board or committee affected.

The Chair or the General Manager may, if it appears that a storm or like occurrence will prevent the members from attending a meeting, postpone that meeting by advising as many members as can be reached or, if warranted, hold the meeting electronically provided quorum and public attendance can be met. Postponement shall not be for any longer than the next regularly scheduled meeting date.

3. Meetings Open to Public

All meetings of the Board of Directors shall be open to the public. Where possible, the Authority will provide for alternative means for the public to participate in meetings electronically.

A meeting or part of a meeting may be closed to the public if the subject matter being considered is identified in the closed meeting section of the agenda or arises during a meeting requiring that it be closed to the public at the time that the matter is raised at a meeting, and 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 General Manager, shall prepare an agenda for all regular meetings of the Authority that shall include, but not necessarily be limited to, the following headings:

- Review of agenda
- Approval of previous meeting Minutes
- Declaration of conflict of interest
- Presentation of written reports
- Items for discussion
- Items for decision
- Additional information
- Notice of next meeting
- Adjournment

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

Agendas for meetings shall be forwarded to all members at least five (5) calendar days in advance of the meeting. Such agendas shall be made available to the public on the Authority's website at the same time, unless the meeting is closed to the public in accordance with this 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.

5. Quorum

With five (5) members appointed to the Board of Directors by the participating municipality, three (3) such members constitute a quorum (*Conservation Authorities Act* s.16(2)). At any advisory board or committee meeting, a quorum consists of one-half of the members of the advisory board or committee. NOTE: the member appointed by the Minister to represent agricultural interests is not part of quorum.

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

If during an Authority or advisory board or committee meeting quorum is lost, then the Chair shall declare that the meeting shall stand recessed or adjourned, until the date of the next regular meeting or other meeting called in accordance with the provisions of this by-law.

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

6. Order of Business

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

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

7. Debate

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

- a) A member shall be recognized by the Chair prior to speaking;
- b) Where two or more members rise to speak, the Chair shall designate the member who has the floor, who shall be the member who in the opinion of the Chair was first recognized;
- c) All questions and points of discussion shall be directed through the Chair;
- d) Where a motion is presented, it shall be moved and seconded before debate;

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

8. Matters of Precedence

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

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

9. Members' Attendance

The Authority shall provide a listing of members' attendance at scheduled meetings of the Authority to the participating municipalities at least annually.

Upon a member 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 replacement.

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

If a member is unable to attend any meeting and wishes to bring any additional information or opinion pertaining to an agenda item to the Board of Directors, the member shall address in writing or email to the Chair or General Manager such correspondence prior to the start of the meeting. The correspondence shall be read aloud by the General Manager without comment or explanations.

10. Electronic Meetings and Participation

In the following situation, Directors may participate electronically in a meeting that is open or closed to the public:

- The Director has notified the Chair or General Manager a minimum of 48 hours in advance that an electronic meeting link is required.

Directors participating electronically will be counted in determining whether or not a quorum of members is present at any point in time. Electronic meetings must permit all participants to communicate adequately with each other during the meeting. Any vote of the members in an electronic meeting shall be a recorded vote and reflected as such in the minutes of the meeting.

Discussions held by electronic means, outside of an electronic meeting (e.g., E-mail polls) may be used to provide direction to the General Manager, in special cases to address time sensitive matters. When the Authority has provided direction via electronic means, the General Manager, or designate, will confirm the direction provided in writing. When the Authority has provided direction via electronic means, the matter will be discussed at the next Authority meeting, and a resolution passed to ratify the decision.

11. Delegations

Any person or organization who wishes to address the Authority may make a request in writing or email to the General Manager. The request should include a brief statement of the issue or matter involved and indicate the name of the proposed speaker(s). If such request is received 14 days in advance of a scheduled meeting, the 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 a majority of members present, or shall be listed on the published agenda for the following meeting.

Except by leave of the Chair or appeal by the leave of the meeting, delegations shall be limited to one (1) speaker for not more than 10 minutes. A returning delegation will only be allowed to speak again if new, relevant information has become available since their previous presentation. The Chair may choose to end a returning delegation's presentation if, in the opinion of the Chair, the new information being presented is not relevant to a decision facing the Board of Directors.

12. Annual Meeting

The first meeting of the Board of Directors of each fiscal year shall be designated as the annual meeting and shall include the election of a Chair and Vice-Chair, in addition to the normal course of business.

13. Meetings with Closed “In Camera” Sessions

Every meeting of the Board of Directors 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, 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 employees of the Authority;
- c) A proposed or pending acquisition or disposition of land by the Authority;
- d) Labour relations or employee negotiations;
- e) Litigation or potential litigation, including matters before administrative tribunals (e.g., Ontario Land Tribunal), affecting the Authority;
- f) Advice that is subject to solicitor-client privilege;
- g) A matter in respect of which the Board of Directors, 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 designated head of the Authority for the purposes of MFIPPA is present.

Before holding a meeting or part of a meeting that is to be closed to the public, the members shall state by resolution during the open session of the meeting that there will be a meeting closed to the public and the general nature of the matter to be considered at the closed meeting. Once

matters have been dealt with in a closed meeting, the Board of Directors shall reconvene in an open session.

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

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

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

A meeting of the Authority, 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, 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.

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

The Chair, as a member appointed by a participating municipality is entitled to vote on all motions.

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 following order:

- a) motions to refer the matter, and

- b) if no motion under clause (a) is carried, the order for voting on the remaining motions shall be:
 - i. amending motion,
 - ii. the original motion.

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

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

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 6 of this By-law (Election of Chair and Vice-Chair), no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

15. Notice of Motion

Written notice of motion to be made at an Authority, advisory board or committee meeting may be given to the General Manager by any member of the Authority not less than ten (10) business days prior to the date and time of the meeting and shall be forthwith placed on the agenda of the next meeting. The General Manager shall include such notice of motion in full in the agenda for the meeting concerned.

Recommendations included in reports of advisory boards or committees that have been included in an agenda for a meeting of the Board of Directors 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 Board of Directors, 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) ask any individual that is disrupting the proceedings of the members to leave;
- d) adjourn the meeting without question, in the case of grave disorder arising in the meeting room;
- e) 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;
- f) Announce the results of the vote on any motions so presented;
- g) Adjourn the meeting when business is concluded.

18. Conduct of Members

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

No member at any meeting of the Authority shall:

- a) Speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, citizenship, creed, gender, sexual orientation, age, colour, marital status, family status or disability;
- b) Leave their seat or make any noise or disturbance while a vote is being taken or until the result is declared;
- c) Interrupt a member while speaking, except to raise a point of order or a question of privilege;
- d) Speak disrespectfully or use offensive words against the Authority, the members, staff, or any member of the public;
- e) Speak beyond the question(s) under debate;

- f) Resist the rules of order or disobey the decision of the Chair on the questions or order or practices or upon the interpretation of the By-laws.

If any member resists or disobeys, they may be ordered by the Chair to leave their seat for the remainder of the meeting. In the case of an apology being made by the offender, they may, by majority vote of the members, be permitted to retake their seat.

19. Minutes of Meetings

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

If a recording secretary is not present in a closed session, the General Manager shall take notes of any direction provided, for endorsement by the Chair 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 General Manager 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 Chair and copies of all non-confidential minutes shall be posted on the Authority's website. Minutes shall be made available for review on the Authority's website within 30 days of the meeting.

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

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

Upon approval and adoption by board resolution of the *Mattagami Region Conservation Authority Administrative and Governance By-laws*, all such previous administrative policies and/or procedures shall be revoked.

E. Appendix 1 – Code of Conduct

1. Background

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

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

This Code of Conduct will also assist members in dealing with confronting situations not adequately addressed or that may be ambiguous in Authority resolutions, regulations, or policies and procedures. Additionally, the agricultural representative appointed by the Minister (if applicable) will be required to follow the provincial ethical framework set out for government public appointees in the Management Board of Cabinet's Agencies and Appointments Directive.

2. General

All members, whether municipal councillors or appointed representatives of a municipality, or whether appointed by the Minister as a representative of the agricultural sector, are expected to conduct themselves in a manner that reflects positively on the Authority.

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

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

- i. upholds the mandate, vision and mission of the Authority;
- ii. considers the Authority's jurisdiction in its entirety, including their appointing municipality;
- iii. respects confidentiality;
- iv. approaches all Authority issues with an open mind, with consideration for the organization as a whole;
- v. exercises the powers of a member when acting in a meeting of the Authority;
- vi. respects the democratic process and respects decisions of the Board of Directors, advisory boards and other committees;
- vii. declares any direct or indirect pecuniary interest or conflict of interest when one exists or may exist; and

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

3. Gifts and Benefits

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

4. Confidentiality

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

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

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

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

In the instance where a member vacates their position on the Board of Directors, they will continue to be bound by MFIPPA requirements.

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

- i. Human Resources matters.
- ii. Information about suppliers provided for evaluation that might be useful to other suppliers.
- iii. Matters relating to the legal affairs of the Authority.
- iv. Information provided in confidence from an Indigenous community, or a record that if released could reasonably be expected to prejudice the conduct of relations between an Indigenous community and the Authority.
- v. Sources of complaints where the identity of the complainant is given in confidence.
- vi. Items under negotiation.
- vii. Schedules of prices in tenders or requests for proposals.
- viii. Appraised or estimated values with respect to the Authority's proposed property acquisitions or dispositions.
- ix. Information deemed to be "personal information" under MFIPPA.

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

5. Use of Authority Property

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

6. Work of a Political Nature

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

7. Conduct at Authority Meetings

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

8. Influence on Staff

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

9. Business Relations

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

No member shall act as a paid agent before the Authority or an advisory board or committee of the Authority, except in compliance with the terms of the *Municipal Conflict of Interest Act*.

10. Encouragement of Respect for the Authority and its Regulations

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

11. Harassment

It is the policy of the Authority that all persons be treated fairly in the workplace in an environment free of discrimination and of personal and sexual harassment. Harassment of

another member, staff or any member of the public is misconduct. Members shall follow the Authority's Workplace, Harassment, and Sexual Harassment Policy as approved from time-to-time.

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

12. Breach of Code of Conduct

Should a member breach the Code of Conduct, they shall advise the Chair and Vice-Chair, with a copy to the General Manager, as soon as possible after the breach.

Should a member allege that another member has breached the Code of Conduct, the said breach shall be communicated to the Chair, with a copy to the General Manager, in writing. In the absence of the Chair, or if a member alleges that the Chair has breached the Code of Conduct, the said breach shall be communicated the Vice-Chair, with a copy to the General Manager, in writing.

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

Any breach, or alleged breach, of the Code of Conduct shall be investigated in accordance with the Enforcement of By-laws and Policies procedure outlined or referred to in the Authority's Administrative By-law; (Governance (21)).

F. Appendix 2 - Conflict of Interest

A conflict of interest refers to a situation in which the private interests or personal considerations of the member could compromise, or could reasonably appear to compromise, the member's judgment in acting objectively and in the best interest of the Authority. A conflict of interest also includes using a member's position or confidential information for private gain or advancement or the expectation of private gain or advancement (e.g., direct or indirect financial interest in a matter, a contract or proposed contract with the Authority). A conflict may occur when an interest benefits any member of the member's family (spouse, partner, children, parents or siblings), friends or business associates. A conflict of interest includes engagement of members in private employment or rendering services for any person or corporation where such employment of services are considered a conflict of interest as defined by the *Municipal Conflict of Interest Act*.

1. Municipal Conflict of Interest Act

The Authority members commit themselves and the Authority to ethical, businesslike, and lawful conduct when acting as the Board of Directors. The Authority and the members are bound by the *Municipal Conflict of Interest Act*. This by-law is intended to assist members in understanding their obligations. Members are required to review the *Municipal Conflict of Interest Act* on a regular basis.

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

2. Disclosure of Pecuniary Interest

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

- a) shall, prior to any consideration of the matter at the meeting, disclose the pecuniary interest and the general nature thereof;
- b) shall not take part in the discussion of, or vote on any question in respect of the matter;
- c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question; and,
- d) shall file a written statement of the Conflict of Interest and its general nature with the General Manager.

3. Chair's Conflict of Interest or Pecuniary Interest

Where the Chair of a meeting discloses a conflict of interest with respect to a matter under consideration at a meeting, another member shall be appointed to chair that portion of the meeting by Resolution.

4. Closed Meetings

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

5. Member Absent

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

6. Disclosure Recorded in Minutes

The recording secretary shall record in reasonable detail the particulars of any disclosure of conflict of interest or pecuniary interest made by members and whether the member withdrew from the discussion of the matter. Such record shall appear in the minutes/notes of that particular meeting of the Board of Directors, advisory board or committee, as the case may be.

7. Registry Maintained for Public Inspection

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

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

The registry shall be available for public inspection.

8. Breach of Conflict of Interest Policy

Should a member breach the Conflict of Interest Policy, they shall advise the Chair and Vice-Chair, with a copy to the General Manager, as soon as possible after the breach.

Should a member allege that another member has breached the Conflict of Interest Policy, the said breach shall be communicated to the Chair, with a copy to the General Manager, in writing. In the absence of the Chair, or if a member alleges that the Chair has breached the Conflict of Interest Policy, the said breach shall be communicated the Vice-Chair, with a copy to the General Manager, in writing.

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

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

G. Appendix 3 - Procedure for Election of Officers

1. Voting

Voting shall be by secret ballot and no Members may vote by proxy. Any vote of the members in an electronic or hybrid meeting shall be a recorded vote and reflected as such in the minutes of the meeting.

2. Acting Chair

The Board of Directors shall appoint a person, who is not a voting member, as Acting Chair for the purpose of Election of Officers.

3. Scrutineer(s)

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

4. Election Procedures

The Acting Chair shall advise the members that the election will be conducted in accordance with the Act and the Mattagami Region Conservation Authority Administrative By-law Section B: Governance, subsection 4 'Maximum Term for Chair and Vice Chair' as follows:

- a) The elections shall be conducted in the following order:
 - i. Election of the Chair, who shall be a member appointed by a participating Municipality to the Authority
 - ii. Election of the Vice-Chair, who shall be a member appointed by a participating Municipality to the Authority.
- b) The Acting Chair shall ask for nominations to each position;
- c) Only current members of the Authority who are present may vote;
- d) Nominations shall be called three (3) times and 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 General Manager in writing or by email in advance of the election of their willingness to accept the nomination.

If one Nominee:

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

If more than One Nominee:

- h) In the event of an election, each nominee shall be permitted not more than three (3) minutes to speak for the office, in the order of the alphabetical listing by surnames.
- i) Upon the acceptance by nominees to stand for election to the position of office, ballots shall be distributed to the members by the scrutineers for the purpose of election and the Acting Chair shall ask the members to write the name of one individual only on the ballot.
- j) The scrutineers shall collect the ballots, leave the meeting to count the ballots, return and advise the Acting Chair who was elected with more than 50% of the vote.

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

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

H. APPENDIX B—COMMON MOTIONS

1. Motion to Adjourn

- 1.1 A Motion to Adjourn:
 - a) is always in order except as provided by this by-law;
 - b) is not debatable;
 - c) is not amendable;
 - d) is not in order when a member is speaking or during the verification of the vote;
 - e) is not in order immediately following the affirmative resolution of a motion to close debate; and
 - f) when resulting in the negative, cannot be made again until after some intermediate proceedings have been completed by the members.
- 1.2 A motion to adjourn without qualification, if carried, brings a meeting to an end.
- 1.3 A motion to adjourn to a specific time, or to reconvene upon the happening of a specified event, suspends a meeting to continue at such time.

2. Motion to Amend

- 2.1 A motion to amend:
 - a) is debatable;
 - b) is amendable;
 - c) shall be relevant and not contrary to the principle of the report or motion under consideration; and
 - d) may propose a separate and distinct disposition of a question provided that such altered disposition continues to relate to the same issue which was the subject matter or the question.
- 2.2 Only one motion to amend an amendment to the question shall be allowed at one time and any further amendment must be to the main question.
- 2.3 Notwithstanding anything herein to the contrary, no motion to amend the motion to adopt any report of the Committee of the Whole shall be permitted.

3. Motion to Censure

- 3.1 The Mattagami Region Conservation Authority Board of Directors may call for a motion to censure an individual member for conduct unbecoming a board member in the fulfillment of their Authority duties. This will require a seconder and a two-thirds vote of members present at the board meeting to pass. The motion to censure must be dealt with

immediately and once the motion is approved, the appointing municipality will be advised, in writing, by the Chair of the Board of Directors.

4. Motion to Close Debate (Previous Question)

4.1 A motion to close debate:

- a) is not debatable;
- b) is not amendable;
- c) cannot be moved with respect to the main motion when there is an amendment under consideration;
- d) should be moved by a member who has not already debated the question;
- e) can only be moved in the following words: "I move to close debate";
- f) requires a majority of members present for passage; and
- g) when resolved in the affirmative, the question is to be put forward without debate or amendment.

5. Motion to Postpone Definitely

5.1 A motion to postpone definitely:

- a) is debatable, but only as to whether a matter should be postponed and to what time;
- b) is amendable as to time;
- c) requires a majority of members present to pass; and
- d) shall have precedence over the motions to refer, to amend, and to postpone indefinitely.

6. Motion to Postpone Indefinitely

6.1 A motion to postpone indefinitely:

- a) is not amendable;
- b) is debatable, and debate may go into the merits of the main question, which effectively kills a motion and avoids a direct vote on the question;
- c) requires a majority vote; and
- d) shall have precedence over no other motion.

7. Motion to Reconsider

7.1 A motion to reconsider, under this by-law:

- a) Is debatable;
- b) Is not amendable; and

- c) Requires a majority vote, regardless of the vote necessary to adopt the motion to be reconsidered.
- 7.2 After any question, except one of indefinite postponement, has been decided by the members, any member who was present and who voted in the majority may, at a subsequent meeting of the members, move for the reconsideration thereof, provided due notice of such intention is given as required by this by-law, but no discussion of the main question by any person shall be allowed unless the motion to reconsider has first been adopted.
- 7.3 After any question, except one of indefinite postponement, has been decided by the committee, but before a decision thereon by the members, any member who was present at the committee meeting concerned and who voted in the majority, may, at a subsequent meeting of the committee, provided the members still have made no decision thereon, move for the reconsideration thereof, provided due notice of such intention is given as required by this by-law, but no discussion of the main question by any person shall be allowed unless the motion to reconsider has first been adopted.
- 7.4 No question upon which a notice of reconsideration has been accepted shall be reconsidered more than once, nor shall a vote to reconsider be reconsidered.
- 7.5 If a motion to reconsider is decided in the affirmative, reconsideration shall become the next order of business and debate on the question to be reconsidered shall proceed as though it had never previously been considered.

8. Motion to Refer (to Committee)

- 8.1 A motion to refer:
 - a) is debatable;
 - b) is amendable; and
 - c) shall take precedence over all amendments of the main question and any motion to postpone indefinitely, to postpone definitely or to table the question.

9. Motion to Suspend the Rules (Waive the Rules)

- 9.1 A motion to suspend the rules:
 - a) is not debatable;
 - b) is not amendable; and
 - c) requires a majority to carry;

- d) takes precedence over any motion if it is for a purpose connected with that motion and yields to a motion to table.

10. Motion to Table

10.1 A motion to table:

- a) is not debatable;
- b) is not amendable.

10.2 A motion to table a matter with some condition, opinion or qualification added to the motion shall be deemed to be a motion to postpone.

10.3 The matter tabled shall not be considered again by the members until a motion has been made to take up the tabled matter at the same time or subsequent meeting of the members.

10.4 A motion to take up a tabled matter is not subject to debate or amendment.

10.5 A motion that has been tabled at a previous meeting cannot be lifted off the table unless notice thereof is given in accordance with Section 14 of Appendix A of this by-law.

10.6 A motion that has been tabled and not taken from the table for six (6) months shall be deemed to be withdrawn and cannot be taken from the table.

11. Point of Order

The Chair shall decide points of order. When a member wishes to raise a point of order, the member shall ask leave of the Chair and after leave is granted, the member shall state the point of order to the Chair, after which the Chair shall decide on the point of order. Thereafter, the member shall only address the Chair for the purpose of appealing the decision to the members. If the member does not appeal, the decision of the Chair shall be final. If the member appeals to the Board of Directors, or the committee as the case may be, the Board of Directors or the committee shall decide the question without debate and the decision shall be final.

12. Point of Personal Privilege

When a member considers that his integrity or the integrity of the Authority has been impugned, the member may, as a matter of personal privilege and with the leave of the Chair, draw the attention of the Board of Directors to the matter by way of a point of personal privilege. When a point of personal privilege is raised, it shall be considered and decided by the Chair immediately. The decision of the Chair on a point of privilege may be appealed to the Board of Directors.

I. PREVIOUS AMENDMENTS

| Revision | Date (YYYY/MM/DD) | Description of Changes | Adopted by Authority Board of Directors Resolution # |
|----------|----------------------|--|---|
| 0 | 2017/07/19 | Complete revision of Mattagami Region Conservation Authority Administrative Regulations (last revised January 15, 2008) | 2017-1312 |
| 1 | 2019/05/29 | Amendments to: Section 10.0 Signing Officers Section 12.0 Per Diems Section 13.0 Records Retention Section 14.0 Records Available to Public Section 15.0 By-law Available to Public Section 16.0 Indemnification of Members, Officers and Employees Appendix A: 2.0 Annual Meeting Appendix A: 6.0 Notice of Meeting | 2019-1380 |
| 2 | 2020/03/31 | Amendment to: Section F-10 Notice of Meeting | 2020-1417 |
| 3 | 2021/06/01 | Amendments to: 1.0 Definitions 2.0 Roles and Responsibilities of the Board of Directors 4.0 Election of Officers 7.0 Borrowing Resolution 8.0 Levy Notice 11.0 Advisory Boards and Committees 16.0 Enforcement of Bylaws and Policies 18.0 By-law Review Appendix A: 7.0 Notice of Meeting Appendix A: 8.0 Electronic Meetings and Participation Appendix A: 9.0 Special Meetings Appendix A: 10.0 Meetings Open to Public Appendix A: 19.0 Declared State of Emergency Appendix C: 11.0 Breach of Code of Conduct | 2021-1501 |
| 4 | 2025/03/05 | Updated to align with the Conservation Ontario Best Management Practices and Administrative By-Law Model | 2025-1692 |