



**Grand River Conservation Authority
Agenda - General Meeting**

PUBLIC

Friday, July 27, 2018

9:30 a.m.

Auditorium

Grand River Conservation Authority
400 Clyde Road, Box 729
Cambridge, ON N1R 5W6

Pages

1. **Call to Order**
2. **Roll Call and Certification of Quorum – 13 Members constitute a quorum (1/2 of Members appointed by participating Municipalities)**
3. **Chair's Remarks**
4. **Review of Agenda**

THAT the agenda for the General Membership Meeting of July 27, 2018, be approved as circulated.
5. **Declarations of Pecuniary Interest**
6. **Minutes of the Previous Meetings**

THAT the minutes of the General Membership Meeting of June 22, 2018, be approved as circulated.
7. **Business Arising from Previous Minutes**
8. **Hearing of Delegations**
9. **Presentations**
10. **Correspondence**

THAT Correspondence from the City of Brantford regarding the February flood event, and from Halton Region regarding the 2019 budget direction, and from IESO regarding the Parkhill Dam FIT contract be received for information.

a.	City of Brantford - February Flooding	9
b.	Halton Region - 2019 Budget Direction	10
c.	Parkhill Dam FIT Contract	11
11.	1st and 2nd Reading of By-Laws	
12.	Reports:	
a.	GM-07-18-69 Cash and Investment Status	13
	THAT Report Number GM-07-18-69 Cash and Investment Status – June 2018 be received for information.	
b.	GM-07-18-77 Financial Summary for June 30	15
	THAT the Financial Summary for the period ending June 30, 2018 be approved.	
c.	GM-07-18-72 2018 Foundation Member Appointments	18
	THAT the following new member be appointed to the Grand River Conservation Foundation for a term of three years:	
	• Kathy Reston	
	AND THAT the following members be re-appointed to the Grand River Conservation Foundation for a term of three years:	
	• Floyd Davis	
	• James den Ouden	
	• Joel Doherty	
	• Paul General	
	AND THAT the following member be re-appointed to the Grand River Conservation Foundation for a term of two years:	
	• Joy O'Donnell	
d.	GM-07-18-70 Development, Interference with Wetlands and Alterations to Shorelines Regulation	20
	THAT Report GM-07-18-70, Development, Interference with Wetlands and Alterations to Shorelines and Watercourses Regulation, be received for information.	

- e. GM-07-18-73 Environmental Assessments 22
 THAT Report Number GM-07-18-73 Environmental Assessments be received for information.
- f. GM-07-18-71 Cottage Lot Program - Legal Documentation for Lease Assignments for Estates 24
 THAT the Grand River Conservation Authority require a Certificate of Appointment of Estate Trustee for cottage lot lease assignments for estate transfers.
- g. GM-07-18-75 HEC-HMS Hydrology Modelling Software Contract 28
 THAT the Grand River Conservation Authority enter into a contract with Resource Management Associates to complete enhancements to the US Army Corps HEC-HMS hydrology modeling software in the amount of \$66,000 USD.
- h. GM-07-18-76 Current Watershed Conditions 29
 THAT Report Number GM-07-18-76 – Current Watershed Conditions as of July 18, 2018 be received for information.
- i. GM-07-18-74 Proposed Bylaw 1-2018 38
 THAT By-law 1-2018 be read a first and second time;
 AND THAT staff be directed to make amendments based on discussion at the meeting.

13. Committee of the Whole

14. General Business

15. 3rd Reading of By-Laws

16. Other Business

17. Closed Meeting

THAT the General Membership enter a closed meeting to discuss a civil injunction application.

THAT the General Membership return to open session.

Resolution from closed agenda to be read in open session.

- a. Report - Civil Injunction Application and Liability of Damages

18. Next Meetings

- August 24, 2018 at 9:30 a.m.
- September 28, 2018 at 9:30 a.m.
- October 26, 2018 at 9:30 a.m.

19. Adjourn

THAT the General Membership Meeting be adjourned.

20. Grand River Source Protection Authority Meeting (if required)

Regrets only to:

Office of the Chief Administrative Officer, Phone: 519-621-2763 ext. 2200



June 27, 2018

Grand River Conservation Authority Staff
400 Clyde Road, PO Box 729
Cambridge, Ontario N1R 5W6

Dear Staff of Grand River Conservation Authority,

As Mayor of the City of Brantford, on behalf of Council and colleagues, please accept my sincere gratitude for the assistance you provided during the flooding incident earlier this year.

I am very thankful that during our time of need, our community received an overwhelming outpouring of support and assistance from individuals, businesses, organizations and all levels of municipal, provincial and federal government. The aid Brantford residents received is truly invaluable and guided them through the troubling time of the flooding incident.

Our collective response to the flooding incident is a true testimony to what our City can accomplish. It is important to acknowledge that, while the negative impacts of the flood are temporary, the positive effects on our community spirit and identity are significant and lasting. I am exceptionally proud of our community, as we have once again demonstrated that Brantford is a supportive and collaborative city with strength and resilience.

Your dedication to our community is very much appreciated. Again, please accept my sincere thanks for your efforts.

Respectfully,

Chris Friel
MAYOR

CF:ks



Finance Department
Office of the Commissioner



July 12, 2018

VIA EMAIL & REGULAR MAIL

Ms. Helen Jowett, Chair
Grand River Conservation Authority
400 Clyde Road, PO Box 729
Cambridge, ON N1R 5W6

Dear Chair Jowett:

The Council of the Regional Municipality of Halton approved the 2019 Budget Directions at its meeting, held Wednesday, July 11, 2018 as attached in this letter (Report No. FN-26-18 Re: 2019 Budget Directions), and adopted the following resolution:

RESOLUTION: FN-26-18 – 2019 Budget Directions

- 4. THAT a letter from the Commissioner of Finance and Regional Treasurer identifying the 2019 Budget Directions target of a 3.5% budget increase and a copy of Report No. FN-26-18 be forwarded to the Halton Regional Police Services Board, Royal Botanical Gardens, Conservation Halton, Credit Valley Conservation and Grand River Conservation Authority.

To achieve the budget directions approved by Regional Council, the budget guideline for Grand River Conservation Authority is a net expenditure increase of no more than 3.5%. This maintains the Region’s key priority of an effective tax increase less than or equal to inflation of 2%, assuming assessment growth in the 2019 Budget of 1.5%, totaling 3.5%. As part of the 2019 Budget process, Halton Region Finance staff will meet with Grand River Conservation Authority Finance staff during the summer months to discuss Grand River Conservation Authority’s 2019 budget submission.

If you have any questions, please contact me at 905-825-6000 x7043 or Mark.Scinocca@Halton.ca.

Sincerely,

Mark Scinocca

Commissioner of Finance & Regional Treasurer

Cc: Joe Farwell, Chief Administrative Officer, Grand River Conservation Authority
Gary Carr, Halton Regional Chair
Jane MacCaskill, Chief Administrative Officer, Halton Region

Regional Municipality of Halton

HEAD OFFICE: 1151 Bronte Rd, Oakville, ON L6M 3L1
905-825-6000 | Toll free: 1-866-442-5866

VIA EMAIL & COURIER

July 16, 2018

Grand River Conservation Authority
400 Clyde Road,
Cambridge, ON
N1R 5W6
ATTN: Joe Farwell

Re: FIT Contract F-006901-WAT-402-313 between Grand River Conservation Authority (the “Supplier”) and the Independent Electricity System Operator (the “IESO”), dated as of September 27, 2016, as amended (the “FIT Contract”): Notice of Termination and Stop Work Notice pursuant to Section 2.4(a) of the FIT Contract

Dear Joe Farwell,

We refer to the directive to the IESO from the Minister of Energy, Northern Development and Mines issued July 13, 2018 and approved by Order in Council 1003/2018 (the “**Directive**”) ¹. The Directive may be found on the IESO’s website at <http://ieso.ca/en/corporate-ieso/ministerial-directives>.

This letter is notice to the Supplier that the IESO is terminating the FIT Contract pursuant to the Directive and Section 2.4(a) of the FIT Contract, effective immediately.

In addition, this letter is a Stop Work Notice issued pursuant to Section 2.4(a)(ii) of the FIT Contract. The Supplier must therefore immediately and permanently refrain from commencing, or allowing any third party to commence, and immediately and permanently cease, and cause any third party to cease, the development, construction and operation of the Facility or any part of the Facility.

Pursuant to Section 2.4(a) of the FIT Contract, the IESO will return or refund, as applicable, all Completion and Performance Security to the Supplier within 20 Business Days following receipt by the IESO of a written request from the Supplier for such return or refund, as applicable. In order to facilitate this return or refund of security, please complete and submit the applicable Prescribed Form, which will be made available by the IESO shortly.

Pursuant to Section 2.4(b) of the FIT Contract, the Supplier is required to provide to the IESO a written statement documenting the Pre-Construction Development Costs incurred by the Supplier prior to the Termination Date. Pre-Construction Development Costs are defined in the FIT Contract as those reasonable costs incurred after the Contract Date for the development of the Facility, excluding: (i) the costs of Generating Equipment, (ii) that portion of any costs charged by a Person who does not deal at Arm’s Length with the Supplier that is in excess of the costs that would have been charged had such Person been at Arm’s Length with the Supplier, and (iii) profits, less any grants received pursuant to any government or IESO programs that the Supplier is not obligated to repay. Pre-Construction Development Costs may include reasonable costs incurred for feasibility studies; obtaining Access Rights; obtaining a

¹ All capitalized terms not otherwise defined in this letter have the meanings ascribed to them under the FIT Contract, and “including” means “including without limitation”.

Renewable Energy Approval (if applicable); development of business and financial plans; negotiation of contracts relating to equipment procurement, construction and financing; reasonable non-refundable deposits on Generating Equipment, and on transformers or other equipment used to transform or transmit Electricity; non-refundable deposits in connection with the Connection Costs; resource assessments; obtaining permits and approvals necessary to commence construction and reasonable overhead expenses allocated to any of these.

Pre-Construction Development Costs do not include costs associated with construction of the Facility. If the Supplier has commenced site preparation or other construction activities, any costs incurred in this regard are not Pre-Construction Development Costs under the FIT Contract.

In order for the IESO to confirm the Pre-Construction Development Costs, the Supplier must complete and submit the applicable Prescribed Form, which will be made available by the IESO shortly, along with adequate supporting documentation for all Pre-Construction Development Costs submitted therein. Further information on how to complete the Prescribed Form and the nature of expected supporting documentation will also be made available.

Following receipt by the IESO of the written statement documenting the Pre-Construction Development Costs, and the IESO's confirmation of such costs, acting reasonably, the IESO will pay to the Supplier as the sole and exclusive remedy for terminating the FIT Contract an amount equal to such confirmed Pre-Construction Development Costs, and in any case the amount shall not exceed the Pre-Construction Liability Limit set out in Section 1.2(d) of Exhibit A to the FIT Contract.

Nothing provided in this letter constitutes a waiver of the IESO's rights or remedies under the FIT Contract.

Should you have any questions, please contact Cindy Roks at (416) 969-6099 or by email at Cindy.Roks@ieso.ca.

Sincerely,



Michael Lyle
Vice President, Legal Resources & Corporate Governance

cc: Darryl Yahoda, IESO
Viviana von Bertoldi, IESO

Grand River Conservation Authority

Report number: GM-07-18-69

Date: July 27, 2018

To: Members of the Grand River Conservation Authority

Subject: Cash and Investment Status – June 2018

Recommendation:

THAT Report Number GM-07-18-69 Cash and Investment Status – June 2018 be received for information.

Summary:

The cash position including Notes Receivable of the Grand River Conservation Authority as at June 30, 2018 was \$30,468,348 with outstanding cheques written in the amount of \$392,190.

Report:

Attached.

Financial implications:

Interest rates, etc. are shown on the report.

Other department considerations:

Not applicable.

Prepared by:

Carol Anne Johnston
Senior Accountant

Sonja Radoja
Manager of Corporate Services

Approved by:

Karen Armstrong
Deputy CAO/Secretary Treasurer

**Grand River Conservation Authority
Cash and Investments Status Report
June 30, 2018**

Date Invested	Location	Type	Amount	Rate	Maturity	2018
	C.I.B.C.	Current Account	5,203,301	1.8%	Below Average Prime or 1.65%	
	Wood Gundy	Current Account	26,977	0.20%		
	C.I.B.C.	Property Account	61,899	1.8%	Below Average Prime or 1.65%	
	C.I.B.C.	SPP Account	797,561	1.8%	Below Average Prime or 1.65%	
	C.I.B.C.	U.S.	68			
	C.I.B.C.	PayPal Account	11,929	1.8%	Below Average Prime or 1.65%	
	C.I.B.C.	Call Centre	29,942	1.8%	Below Average Prime or 1.65%	
	Royal Bank	Conestogo	9,305			
	Royal Bank	Brant	13,030			
	Royal Bank	Rockwood	11,866			
	Royal Bank	Luther	5,105			
			6,170,983			
September 9, 2009	CIBC Renaissance	Account	2,640,440	1.10%		17,029
October 1, 2014	CIBC Trust Savings	Account	2,221,120	1.10%		14,325
July 15, 2016	One Investment Savings	Account	4,101,759	1.915%		46,053
December 8, 2014	Laurentian Bank	Bond	1,578,000	2.81%	June 13, 2019	20,508
January 28, 2015	CIBC	Bond	726,046	1.80%	May 15, 2019	13,069
September 3, 2015	CIBC	Bond	2,000,000	2.25%	September 3, 2025	37,356
October 14, 2015	Laurentian Bank	Bond	1,996,000	2.50%	January 23, 2020	49,000
March 1, 2016	CIBC	Bond	1,300,000	1.70%	March 1, 2023	19,010
September 16, 2016	CIBC	Bond	1,184,000	1.30%	March 13, 2020	8,476
August 24, 2017	Royal Bank	Bond	1,000,000	2.82%	July 12, 2018	6,893
August 24, 2017	Bank of Montreal	Bond	1,550,000	1.61%	October 28, 2021	21,083
October 2, 2017	CIBC	Bond	2,000,000	1.70%	October 9, 2018	16,345
March 15, 2018	Bank of Nova Scotia	Bond	2,000,000	3.04%	October 18, 2019	35,079
	Total G.R.C.A. Investments		24,297,365			304,226
	G.R.C.A. Funds		30,468,348			
	Outstanding Cheques		392,190			

Investment By Category and Institution

	<u>% of Total Portfolio</u>		<u>% of Total Portfolio</u>
Government	0%	Gov't of Canada	0%
		Province of Ontario	0%
Banks	83%	C.I.B.C.	50%
		Bank of Nova Scotia	8%
		Bank of Montreal	6%
		Royal Bank	4%
		Toronto Dominion	0%
		National	0%
		Laurentian	15%
Other	17%	One Investment Program	17%

Grand River Conservation Authority

Report number: GM-07-17-77

Date: July 27, 2018

To: Members of the Grand River Conservation Authority

Subject: Financial Summary for the Period Ending June 30th, 2018

Recommendation:

THAT the Financial Summary for the period ending June 30, 2018 be approved.

Summary:

The Financial Summary includes the 2018 *actual* income and expenditures. The budget approved at the February 23, 2018 General Meeting is included in the *Budget* column. The *Current Forecast* column will indicate an estimate of income and expenditures for the whole year. Any changes between the *Current Forecast* and the *Previous Forecast* will be discussed during the meeting. At this time a surplus of \$NIL at year-end is anticipated.

Report:

The Financial Summary is attached.

Financial implications:

The activity summarized will result in a NIL net result at December 31, 2018.

Other department considerations:

The management committee and appropriate supervisory staff receive monthly financial reports and advise the finance department of applicable forecast adjustments.

Prepared by:

Sonja Radoja
Manager Corporate Services

Approved by:

Karen Armstrong
Secretary-Treasurer/Deputy CAO

**GRAND RIVER CONSERVATION AUTHORITY
STATEMENT OF OPERATIONS
FOR THE PERIOD ENDING June 30, 2018**

SCHEDULE		Budget 2017	Actual 2017	Budget 2018	Actual YTD	Previous Forecast	Current Forecast	Forecast Change
REVENUE								
Municipal								
General Municipal Levy (Operating)	various	10,025,000	10,025,000	10,302,000	6,868,000	10,302,000	10,302,000	0
General Municipal Levy (Capital)	various	1,050,000	1,050,000	1,050,000	700,000	1,050,000	1,050,000	0
Special Municipal Levy	various	150,000	0	150,000	99,411	150,000	150,000	0
Other	various	800,000	1,132,936	830,000	1,309,622	830,000	830,000	0
		12,025,000	12,207,936	12,332,000	8,977,033	12,332,000	12,332,000	0
Government Grants								
MNRF Transfer Payments	various	871,073	871,073	871,073	0	871,073	871,073	0
Source Protection Program-Provincial	various	835,000	1,570,408	1,575,000	725,761	1,575,000	1,575,000	0
Other Provincial	various	1,147,500	933,723	1,432,500	685,749	1,432,500	1,432,500	0
Federal	various	289,500	433,700	70,000	233,216	130,000	130,000	0
		3,143,073	3,808,904	3,948,573	1,644,726	4,008,573	4,008,573	0
Self Generated								
User Fees and Sales								
<i>Enquiries and Permits</i>	4	428,500	515,729	491,400	269,002	491,400	491,400	0
<i>Plan Input and Review</i>	4	398,000	457,368	410,000	246,632	410,000	410,000	0
<i>Nursery and Woodlot Management</i>	5	515,000	460,894	465,000	307,533	465,000	465,000	0
<i>Consulting</i>	4	0	0	0	3,726	0	0	0
<i>Conservation Lands Income</i>	10	71,000	53,610	71,000	3,848	71,000	71,000	0
<i>Conservation Areas User Fees</i>	13	7,300,000	8,480,836	8,000,000	3,713,589	8,000,000	8,000,000	0
<i>Nature Centres and Camps</i>	8	876,500	928,125	942,000	394,699	942,000	942,000	0
<i>Merchandising and Sales</i>	8	0	473	0	726	0	0	0
Property Rentals	11	2,929,700	2,937,919	2,900,700	1,553,265	2,870,700	2,870,700	0
Hydro Generation	12	470,000	572,154	470,000	208,063	470,000	470,000	0
Land Sales	10	0	0	0	427,924	428,000	428,000	0
Grand River Conservation Foundation	various	559,500	698,380	399,000	53,401	399,000	399,000	0
Donations	various	244,000	72,602	314,000	334,673	314,000	314,000	0
Landowner Contributions	5	300,000	200,118	200,000	161,900	200,000	200,000	0
Investment Income	14	450,000	442,984	450,000	138,564	450,000	450,000	0
Miscellaneous Income	various	48,000	98,391	48,000	18,445	48,000	48,000	0
Total Self-Generated Revenue		14,590,200	15,919,583	15,161,100	7,835,990	15,559,100	15,559,100	0
TOTAL REVENUE		29,758,273	31,936,423	31,441,673	18,457,749	31,899,673	31,899,673	0

**GRAND RIVER CONSERVATION AUTHORITY
STATEMENT OF OPERATIONS
FOR THE PERIOD ENDING June 30, 2018**

SCHEDULE	Budget 2017	Actual 2017	Budget 2018	Actual YTD	Previous Forecast	Current Forecast	Forecast Change	
EXPENSES								
OPERATING								
Water Resources Planning & Environment	1	2,181,300	1,994,193	2,221,800	1,093,326	2,221,800	2,221,800	0
Flood Forecasting and Warning	2	780,300	700,905	800,400	444,264	800,400	800,400	0
Water Control Structures	3	1,678,900	1,550,381	1,725,700	803,104	1,725,700	1,725,700	0
Resource Planning	4	1,922,900	1,872,317	1,977,900	988,988	1,977,900	1,977,900	0
Forestry & Conservation Land Property Taxes	5	1,489,700	1,339,953	1,376,500	928,915	1,376,500	1,376,500	0
Conservation Services	6	837,500	764,450	861,000	437,610	861,000	861,000	0
Communications & Foundation	7	676,900	595,594	714,900	333,596	714,900	714,900	0
Environmental Education	8	1,245,800	1,326,109	1,316,400	631,659	1,316,400	1,316,400	0
Corporate Services	9	3,244,705	2,917,332	3,399,987	1,592,200	3,399,987	3,399,987	0
Conservation Lands	10	1,926,200	1,758,357	1,947,000	1,119,100	1,947,000	1,947,000	0
Property Rentals	11	1,797,900	2,178,441	1,595,400	773,568	1,705,400	1,705,400	0
Hydro Production	12	65,000	177,078	130,000	59,730	150,000	150,000	0
Conservation Areas	13	6,550,000	6,903,045	7,110,000	3,118,352	7,110,000	7,110,000	0
Miscellaneous	14	70,000	109,038	70,000	41,158	70,000	70,000	0
Information Systems	16	1,105,000	1,100,195	1,136,000	640,662	1,136,000	1,136,000	0
Motor Pool	16	888,400	789,383	898,000	416,878	898,000	898,000	0
Less: Internal Charges (IS & MP)	16	(1,993,400)	(1,889,578)	(2,034,000)	(1,057,540)	(2,034,000)	(2,034,000)	0
Total OPERATING Expenses		24,467,105	24,187,193	25,246,987	12,365,570	25,376,987	25,376,987	0
CAPITAL								
Water Resources Planning & Environment	1	110,000	73,117	110,000	31,943	110,000	110,000	0
Flood Forecasting and Warning	2	190,000	204,172	190,000	109,343	190,000	190,000	0
Water Control Structures	3	1,500,000	1,112,074	1,500,000	349,659	1,500,000	1,500,000	0
Nature Centres	8	0	0	0	2,812	0	0	0
Conservation Areas	13	683,000	859,691	1,820,000	856,179	1,820,000	1,820,000	0
Corporate Services	9	0	0	0	0	0	0	0
Information Systems	16	250,000	227,780	200,000	197,157	250,000	250,000	0
Motor Pool	16	300,000	170,756	500,000	243,539	500,000	500,000	0
Less: Internal Charges (IS & MP)	16	(369,600)	(461,383)	(410,000)	(1,234,680)	(440,000)	(440,000)	0
Total Capital Expenses		2,663,400	2,186,207	3,910,000	555,952	3,930,000	3,930,000	0
SPECIAL								
Water Resources Planning & Environment	1	203,000	279,571	285,000	148,224	285,000	285,000	0
Flood Forecasting and Warning	2	200,000	132,927	850,000	77,168	910,000	910,000	0
Forestry	5	200,000	185,284	270,000	66,285	270,000	270,000	0
Conservation Services	6	983,000	1,281,536	936,000	442,398	936,000	936,000	0
Communications	7	0	0	0	0	0	0	0
Environmental Education	8	220,000	260,266	0	0	0	0	0
Conservation Land Purchases	10	0	139,401	0	72,483	0	0	0
Conservation Lands	10	587,000	553,129	420,000	126,503	420,000	420,000	0
Property Development	11	50,000	0	50,000	0	50,000	50,000	0
Hydro Generation	12	200,000	112,472	300,000	61,545	300,000	300,000	0
Miscellaneous	14	35,000	28,890	35,000	2,419	35,000	35,000	0
Source Protection Program	15	835,000	1,570,408	1,575,000	725,761	1,575,000	1,575,000	0
Total SPECIAL PROJECTS Expenses		3,513,000	4,543,884	4,721,000	1,722,786	4,781,000	4,781,000	0
Total Expenses		30,643,505	30,917,284	33,877,987	14,644,308	34,087,987	34,087,987	0
Gross Surplus		(885,232)	1,019,139	(2,436,314)	3,813,441	(2,188,314)	(2,188,314)	0
Prior Year Surplus Carryforward		315,832	315,832	412,314	315,832	412,314	412,314	0
Net Funding FROM/(TO) Reserves		569,400	(922,657)	2,024,000	(798,900)	1,776,000	1,776,000	0
NET SURPLUS		0	412,314	0	3,330,373	0	0	0

Grand River Conservation Authority

Report number: GM-07-18-72
Date: July 27, 2018
To: Members of the Grand River Conservation Authority
Subject: 2018 Foundation Member Appointments

Recommendation:

THAT the following new member be appointed to the Grand River Conservation Foundation for a term of three years:

- Kathy Reston

AND THAT the following members be re-appointed to the Grand River Conservation Foundation for a term of three years:

- Floyd Davis
- James den Ouden
- Joel Doherty
- Paul General

AND THAT the following member be re-appointed to the Grand River Conservation Foundation for a term of two years:

- Joy O'Donnell

Summary:

Not applicable.

Report:

The Grand River Conservation Foundation held its Annual General Meeting on June 20, 2018. At that time the Board appointed one new Member and re-appointed five existing Members. Under the Foundation's Bylaw, the Grand River Conservation Authority must approve the appointments of Foundation members.

Kathy Reston is the General Manager of Finance, Corporate Compliance and Diversity & Inclusion at Toyota Motor Manufacturing Canada (TMMC), a longtime GRCF partner.

Floyd Davis is a Brant-based business leader through Davis Fuels of Burford. He is a Past Director of the Brant Waterways Foundation.

James den Ouden is a CMA/CPA and is the Chief Financial Officer of James E. Wagner Cultivation Ltd. of Kitchener.

Joel Doherty is Director of Development for Cambridge-based HIP Developments and formerly General Manager at Walton Development and Management.

Paul General is Manager of the Six Nations Eco-Centre and has had numerous linkages to GRCA and GRCF including membership on the Grand River Fisheries Management Plan Implementation Committee.

Joy O'Donnell is President of Grand Financial Planning of Brantford and served as GRCF Chair from 2014-2016.

Financial implications:

None.

Other department considerations:

Not applicable.

Prepared by:

Sara Wilbur, CFRE
Executive Director, GRCF

Approved by:

Joe Farwell, P. Eng.
Chief Administrative Officer

Grand River Conservation Authority

Report number: GM-07-18-70

Date: July 27, 2018

To: Members of the Grand River Conservation Authority

Subject: Development, Interference with Wetlands and Alterations to Shorelines and Watercourses Regulation

Recommendation:

THAT Report GM-07-18-70, Development, Interference with Wetlands and Alterations to Shorelines and Watercourses Regulation, be received for information.

Summary:

To provide the General Membership of the Grand River Conservation Authority with a quarterly summary of permits approved and issued by staff which conform to current Grand River Conservation Authority policies for the Administration of Development, Interference with Wetlands and Alterations to Shorelines and Watercourses Regulation Ontario Regulation 150/06.

Report:

Permit Report Q2 – April, May, June 2018

Municipality	Total
City of Brantford	8
City of Cambridge	19
City of Guelph	10
City of Hamilton	15
City of Kitchener	16
City of Waterloo	3
County of Brant	27
Haldimand County	22
Town of Erin	3
Town of Grand Valley	2
Town of Halton Hills	1
Town of Milton	3
Township of Amaranth	3
Township of Blandford-Blenheim	6
Township of Centre Wellington	18

Township of East Garafraxa	3
Township of East Zorra-Tavistock	2
Township of Guelph/Eramosa	8
Township of Mapleton	13
Township of Melancthon	3
Township of North Dumfries	4
Township of Perth East	3
Township of Puslinch	7
Township of Wellesley	10
Township of Wellington North	2
Township of Wilmot	8
Township of Woolwich	9

Total Permits in Q2: 228

Financial implications:

Not Applicable.

Other department considerations:

Not Applicable.

Prepared by:

Beth Brown
Supervisor of Resource Planning

Approved by:

Nancy Davy
Director of Resource Management

Grand River Conservation Authority – Report

Report number: GM-07-18-73

Date: July 27, 2018

To: Members of the Grand River Conservation Authority

Subject: Environmental Assessments

Recommendation:

THAT Report Number GM-07-18-73 Environmental Assessments be received for information.

Summary:

To provide the General Membership of the Grand River Conservation Authority with information on Environmental Assessments being reviewed, a summary report is presented below. The report has been prepared as directed through Motion No. P44-99 (May 18/99) adopted through General Membership Res. No. 55-99 (May 28, 1999).

Report:

Report on Environmental Assessments for July 27, 2018

A. New Environmental Assessments Received

New: Environmental Assessments received by the Grand River Conservation Authority and currently under review.

New – None for this report

B. Classification of Reviewed Environmental Assessments

Minor: Minimal potential resource impacts that can be mitigated using conventional construction methods.

Major: Significant impacts on identified resource features. Alternatives and proposed mitigation will be outlined in detail.

Minor Impacts –

1. Final Notice –Argyle Street and Haddington Street Intersection Improvements, Caledonia, Class Environmental Assessment

The County of Haldimand has initiated a Municipal Class Environmental Assessment (EA) for the intersection of Argyle Street and Haddington Street in Caledonia. The EA will consider options to improve traffic and safety.

The study area does not contain any regulated features. GRCA staff have no comments on the study.

Major Impacts – None for this report

Financial implications: Not Applicable

Other department considerations: Not Applicable

Prepared by:

Beth Brown
Supervisor of Resource Planning

Approved by:

Nancy Davy
Director of Resource Management

Grand River Conservation Authority

Report number: GM-07-18-71

Date: July 27, 2018

To: Members of the Grand River Conservation Authority

Subject: Cottage Lot Program – Legal Documentation for Lease Assignments for Estates

Recommendation:

THAT the Grand River Conservation Authority require a Certificate of Appointment of Estate Trustee for cottage lot lease assignments for estate transfers.

Summary:

Tenants rent 335 cottage lots around Belwood Lake and 398 cottage lots on the shorelines of Conestogo Lake from the Grand River Conservation Authority (GRCA). The tenants own the cottages and auxiliary structures on the land owned by the GRCA. The current 20 year lease came into force in 2008 and is governed under Residential Tenancies Act (RTA).

When the chattel (cottage, outbuildings, septic, well, etc.) are sold or transferred, it triggers the requirement for the lease to be reassigned. This process, in effect, is similar to the transfer of deed in real property.

When a cottage lot tenant is deceased, the executor of the estate contacts the GRCA and requests that the lease be assigned either to a family member pursuant to the deceased's Will or to a third party to whom the cottage is being sold. As the GRCA is the seen as the 'gatekeeper' of the lease assignment, there are inherently many risks when dealing with estates. These risks include uncertainty of the most recent/relevant Will, uncertainty as to the proper execution of the Will, and lack of confirmation that the lease is being assigned by the correct person. Considering the value of the chattel has increased significantly over the past few years, this creates a liability for the GRCA when completing lease transfers. A Certificate of Appointment of Estate Trustee provides the highest and best protection from liability for a wrongful assignment.

Report:

Following construction of the Shand Dam in the 1940's and the Conestogo Dam in the 1950's, cottage lots were leased to tenants along the shorelines of the reservoirs created by these dams. Originally, cottage lots were leased to individuals who were permitted to build cottage structures for "vacational purposes". Over time, the lease was further refined to permit occupancy between May and October of each year and limited off-season use. Under past leases, cottage structures and auxiliary buildings were acknowledged to be chattels owned by the tenant, and the chattels were sold on the open market with GRCA assigning the existing lease to the purchaser. Leases were historically negotiated for five year terms, as longer lease terms require the approval of the Ministry of Natural Resources.

Currently, there are 335 cottage lots on Belwood Lake and 398 cottage lots on Conestogo Lake. On average, each cottage lot has an area of 0.4 acres. All cottages have waterfront access and are served by GRCA-owned access roads. All cottage lot tenants maintain their own wells and septic systems and pay the portion of the property taxes that relate to cottage lot and chattels.

The current lease (2008) is the first lease in the history of the program to be governed under the *Residential Tenancies Act* (RTA) and it clearly outlines the unique features of the program, including GRCA's obligations related to common facilities such as access road maintenance and garbage pickup. The lease also outlines GRCA's obligation to assign leases to new cottage owners, allows tenants to improve or rebuild their cottages, and outlines the cottage lot tenant's obligations regarding payment of rent and property taxes. The new lease provides for a five year term together with three automatic renewal terms resulting in a 20 year total lease term. The cottage lot program remains seasonal with full-time occupancy allowed from mid-April to mid-November and limited short-term occupancy allowed in the off-season. The annual rent increases at the beginning of each year based on the guideline for increases issued by the province.

Since the new 2008 lease, cottagers have continued to make substantial investments into their chattel. Prices for cottages around the lake(s) average \$200,000 to \$500,000+. When a cottager divests themselves of the chattel, they are required to complete a lease assignment with the new tenants and GRCA. Many of these assignments are completed when a cottage is sold; however, this can also happen if the current cottager decides to transfer the lease to a relative or when a cottage tenant passes away and it is left to the estate.

When a cottage lot tenant is deceased, the person named in the deceased's Will as the executor of the estate, contacts the GRCA and requests that the lease be assigned either to a family member pursuant to the deceased's Will or to a third party to whom the cottage is being sold. To ensure that the requested assignment of lease represents the wishes of the deceased tenant, and/or that the person with whom the GRCA is dealing is named in the deceased's Will as the executor of the estate, the GRCA has historically required notarized copies of the Will and the death certificate.

There are many things that can be a risk when dealing with estates, such as not knowing if you are dealing with the right person, or if it was the most recent/relevant Will, or if the Will was properly executed. While reviewing policies and requirements for lease assignments, GRCA staff requested an opinion from legal counsel with respect to the documentation that should be required for the assignment of lease for estates. GRCA staff were advised that a Certificate of Appointment of Estate Trustee (the "Certificate") provides the highest and best protection from liability for a wrongful assignment. The Certificate provides the reassurance that the deceased's Will was "proved", and it proves the authority of the estate trustee (executor) to administer the provisions of the deceased's Will, and therefore provides assurance that the correct person is assigning the lease and/or having the lease transferred to them.

Although the Certificate is not a legal requirement for all estates, it is generally required by banks and the registry office for the transfer of real property in order to gain access and possession to the financial assets and real property of an estate. Of course, a Certificate of Appointment of Estate Trustee Without a Will is absolutely required when the deceased dies without a Will. The purpose of requiring a Certificate is to protect the organization undertaking the transfer/assignment of assets from liability.

Although there are exceptions, a Certificate is often required for the transfer of a deceased individual's real property through an Ontario Land Registry Office. The

GRCA's requirement for the Certificate for an assignment of lease is based on the same logic and principles as the Land Registry Office. Similar to the Land Registry office, when the GRCA assigns a lease, it is playing a significant role in the transfer of the assets that represent the cottage and its associated buildings and possessions. Unlike when the cottage lot program began, cottages on Conestogo and Belwood Lakes are now selling for hundreds of thousands of dollars. The cottages are not licensed (as a vehicle or trailer would be), and do not have a deed; there is no document demonstrating who owns the cottage aside from the individual(s) who are party to the lease agreement with the GRCA. Although the GRCA does not get involved with the chattels being transferred, the GRCA's consent to the lease assignment could be considered akin to a Land Registry Office in title transfers where the GRCA is the gatekeeper to ownership of the chattel.

GRCA staff have since required the Certificate from executors for assignments of cottage lot leases. For a number of assignments, this requirement has not been an issue because the estate has required the Certificate for other assets. However, for estates that have not otherwise required the Certificate, staff have been challenged on the requirement. This is because when an application is made for a Certificate, the estate must pay a fee that is based on a percentage of the value of the entire estate. For estates that have not otherwise required a Certificate, there have been a number of requests made for the GRCA to consider instead a Release and Indemnification to support the notarized Will and death certificate.

GRCA staff requested further advice from legal counsel with respect to the risk that would be involved in making exceptions and accepting a Release and Indemnification. Although accepting a Release and Indemnification from the executors, both personally and on behalf of the estate, is better than having only a Will and death certificate, there remains some risk. In the Release and Indemnification, the Executors are purporting to release the GRCA on behalf of themselves and the estate, and the Executors sign the Release and Indemnification personally. So, if the estate does go into litigation and the GRCA is in a position to defend the GRCA's role, the Release and Indemnification is the legal document to which the GRCA could refer to try to recuperate costs. However, the GRCA could find itself in a subsequent lawsuit trying to recover costs from individuals who may or may not have sufficient assets to cover the GRCA's costs.

Based on the above assessment and in consultation with our legal counsel it was concluded that the highest and best protection remains the Certificate of Appointment of Estate Trustee.

Financial implications:

None

Other department considerations:

Not applicable

Prepared by:

Trina Seguin
Supervisor of Property Projects

Samantha Lawson
Manager of Property

Approved by:

Joe Farwell
Chief Administrative Officer

Grand River Conservation Authority

Report number: GM-07-18-75
Date: July 27, 2018
To: Members of the Grand River Conservation Authority
Subject: HEC-HMS Hydrology Modeling Software Contract

Recommendation:

THAT the Grand River Conservation Authority enter into a contract with Resource Management Associates to complete enhancements to the US Army Corps HEC-HMS hydrology modeling software in the amount of \$66,000 USD.

Report:

In the February board report GM-02-18-25 the board approved staff to enter into a contract with the U.S. Army Corps of Engineers -- Institute for Water Resources -- Hydrologic Engineering Center to complete enhancements to the US Army Corps HEC-HMS hydrology modeling software in the amount of \$66,000 USD.

It was explained in that report a memorandum of understanding (MOU) was being developed between the U.S. Army Corps of Engineers -- Institute for Water Resources -- Hydrologic Engineering Center and the Grand River Conservation Authority. This MOU was needed to allow the GRCA to contract directly with the U.S. Army Corps of Engineers -- Institute for Water Resources -- Hydrologic Engineering Center rather than through their consultant.

Formalizing an MOU has proven more difficult and complex than originally envisioned and is expected to take longer than desired. As a result U.S. Army Corps of Engineers are requesting GRCA work through their consultant Resources Management Associates (RMA) at the original quoted price. GRCA contracted initial work with the U.S. Army Corps of Engineers through RMA consultants.

Financial implications:

The enhancements described in this report are fully funded by the MNRF through a special transfer payment from MNRF to GRCA.

Other department considerations:

Not applicable

Prepared by:

Dwight Boyd
Director of Engineering

Approved by:

Joe Farwell
Chief Administrative Officer

Grand River Conservation Authority

Report number: GM-07-18-76

Date: July 27, 2018

To: Members of the Grand River Conservation Authority

Subject: Current Watershed Conditions as of July 18, 2018

Recommendation:

THAT Report Number GM-07-18-76 – Current Watershed Conditions as of July 18, 2018 be received for information.

Report:

Precipitation

July has been a dry month. Most of the July rain was recorded during localized, intense storm events and was highly scattered across the watershed. Some climate stations have recorded close to normal precipitation, while other areas have recorded almost no precipitation. Even the stations with close to normal precipitation received rainfall over very short periods with the majority of days recording no precipitation so far in July.

June started out as a dry month as well, but a widespread system near the end of June brought a soaking rain to the entire watershed. Over three days the watershed received between 20 and 50mm of rain with higher amounts to the south. This rain helped to replenish soil water and maintain stream flows before very hot and dry weather returned in early July.

Table 1 includes monthly and recent precipitation trends for select watershed climate stations. Monthly precipitation at the Shand and Shades climate stations from 2014 to 2018 is shown in Figure 1.

Table 1: Precipitation Averages at Watershed Climate Stations

Station	Monthly Precipitation		Percentage of Long Term Average					
	18-Jul (mm)	Long Term Average (mm)	Current Half Month	Last Full Month	Last 3 Full Months	Last 6 Full Months	Last 12 Full Months	Last 15 Full Months
Shand	40.4	87.3	93%	60%	94%	99%	88%	106%
Conestogo	6.6	94.0	14%	74%	103%	106%	97%	114%
Guelph	26.6	87.7	61%	78%	103%	107%	95%	112%
Luther	53.1	95.4	111%	100%	106%	107%	102%	121%
Woolwich	3.6	75.9	9%	80%	105%	109%	96%	104%
Laurel	24.6	100.5	49%	100%	116%	112%	98%	108%
Shades	7.6	97.9	16%	102%	117%	113%	105%	112%
Brantford	7.0	90.6	15%	137%	113%	119%	98%	107%

Air Temperatures

Temperatures in the first half of July were well above the long term average. Daytime highs have been close to 30 degrees and overnight lows in the upper teens. At the Shand Dam climate station, the average temperature during the first half of July was 22 degrees which was 2.5 degrees above the normal average of 19.5 degrees.

June was also a warm month. The Shades Mill climate station recorded an average temperature for June of 24.4 degrees. This is a full 5 degrees above the long term average for June. Other stations in the watershed also recorded above average temperatures, but by lesser amounts. For example, the Shand Dam climate station average temperature for June was only 0.5 degrees above average.

Figure 2 presents recent mean monthly air temperature departures from the long term average recorded at Shand Dam. Long term average temperatures were updated in January 2018 and cover the period of 1986 to 2016.

Lake Erie Conditions

The level of Lake Erie continues to be above the long term average. The average lake elevation in June was 174.84m, which is the same as the average level in May and equal to last June. Lake levels have receded in first part of July. Peak lake levels normally occur in the early summer period.

Forecast water levels to the end of the year were available from the Canadian Hydrographic Service. They indicate that the lake has likely peaked and levels should continue to recede over the next few months. The high static lake level is about half a metre below the level where minor flooding starts. High static lake levels increase the risk of shoreline flooding.

Figure 3 presents current and forecast Lake Erie level from the Canadian Hydrographic Service.

Reservoir Conditions

The four large reservoirs are within their normal operating level for this time of the year. Hot and dry conditions have increased the amount of evaporation and lowered inflow into the reservoirs. Water levels are being monitored carefully as the dry conditions persist. Reservoir levels for 2018 are shown in Figures 4 and 5 for Shand Dam, Conestogo Dam, Guelph Dam, and Luther Dam.

Dry conditions have also increased the need for augmentation from the reservoirs. Over the month of July, approximately 80% of the flow through Kitchener and close to 40% of the flow through Brantford was from reservoir discharges. On the Speed River, close to 50% of the flow below Guelph is from reservoir discharges. Flows in downstream reaches were maintained above flow targets. Augmentation for the Grand River is shown in Figure 6.

Low Water Response

The Grand River Low Water Response Team met by teleconference in July to discuss low water conditions in the watershed. On July 12th, the Response Team moved the whole watershed into a Level 1 condition as a result low streamflow and rainfall. A Level

1 declaration asks for voluntary reductions in water use from all water users with a focus on water conservation.

The Grand River Low Water Response Team is comprised of representatives from municipalities, agriculture, golf course operators, aggregate operations, water bottlers, First Nations and provincial ministries. It meets as needed to carry out the Ontario Low Water Response Program in the Grand River Watershed.

Groundwater Monitoring Levels

The water level in the overburden monitoring well near Burford peaked in May above the long term average. Since May the level has been decreasing steadily and as of the first week of July was still above the long term average. Water levels in this monitoring well normally peak in the late spring or early summer.

Water levels in this overburden aquifer respond to high water use in this region as well as to changes in precipitation. This area of the watershed has been very dry since the last week in June and water use is high. Figure 7 shows the average monthly water level data for the Burford well for the period of record.

Long Range Outlook

Environment Canada's seasonal forecasts are predicting higher than normal temperatures and near normal precipitation for the July to September period.

Water management operational forecasts from the Ministry of Natural Resources and forestry predict higher than normal temperatures and below normal precipitation into the early fall months.

Flood Preparedness

Conditions are being monitored closely. Staff continue to hold weekly Senior Operator meetings as part of overall succession planning initiatives and flood emergency preparedness.

Staff continue to participate in the meeting with Township CEMC's in Waterloo Region. Townships in Waterloo Region are currently updating their emergency response plans for flood emergency. Township staff are developing a generic template that will be adapted to the needs of each township. GRCA staff provide technical information and advice.

A meeting is scheduled with Community Emergency Management Co-ordinators CEMC's for August 22nd. The purpose of this meeting is to debrief about lessons learned from recent large floods and promote sharing of information, experience and approaches between municipal CEMC's.

The annual Provincial Flood Forecasting and Warning Workshop is scheduled for September 19th and 20th the Toronto Pearson Convention Centre. Planning for this workshop by the Provincial Flood Forecasting and Warning Committee is underway.

Flow forecasting staff from Ontario Power Generation visited the GRCA on July 20th to view how GRCA collects and organizes information to support flood forecasting and warning.

Financial implications:

Not applicable

Other department considerations:

Not applicable

Prepared by:

Stephanie Shifflett
Water Resources Engineer

Approved by:

Dwight Boyd
Director of Engineering

Figure 1: Precipitation at Shand Dam and Shades Mill Dam 2014 to present

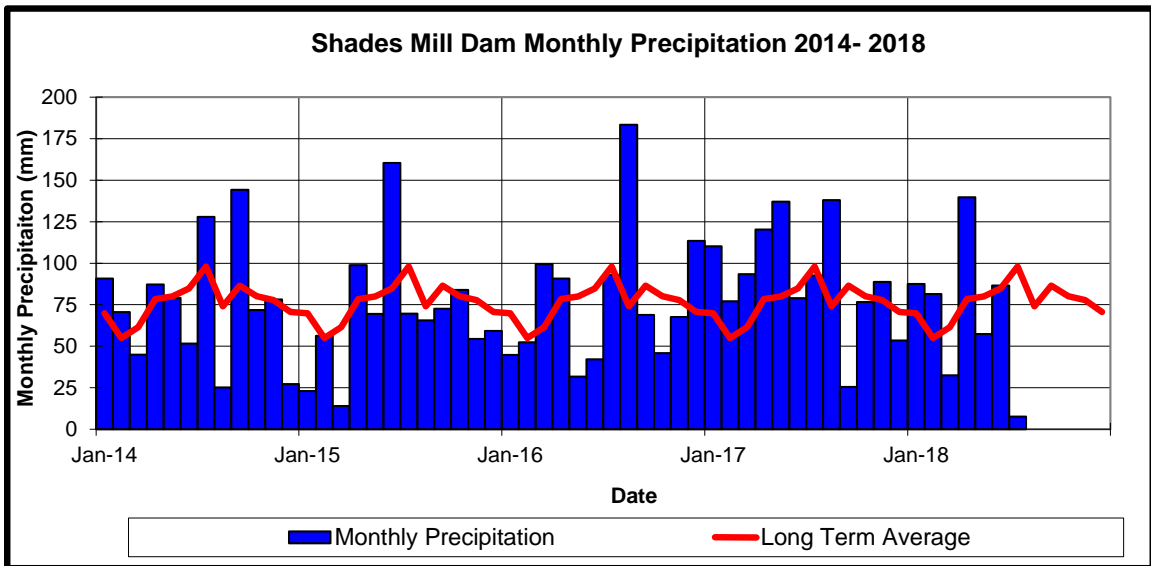
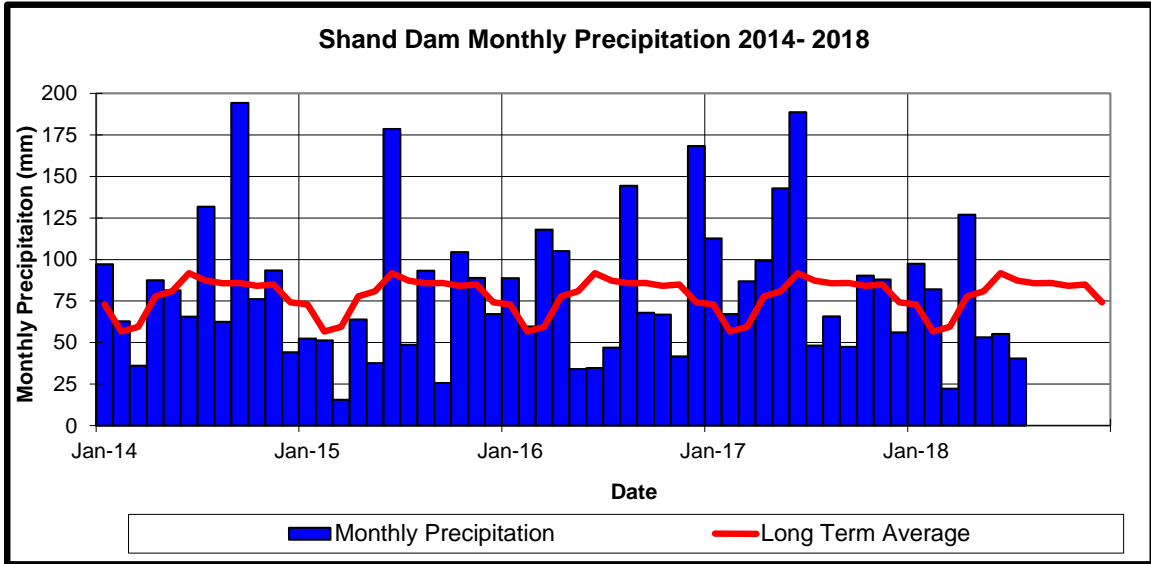


Figure 2: Departures from Average Air Temperatures

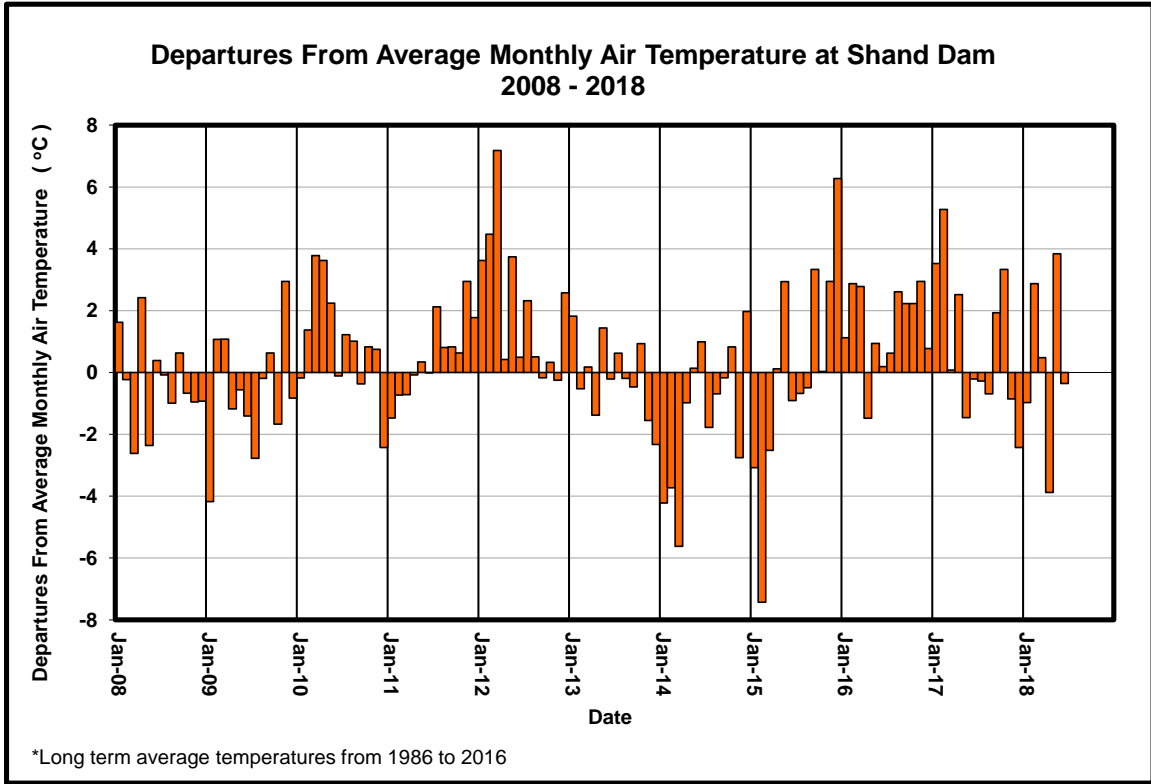


Figure 3: Forecasted Lake Erie Levels

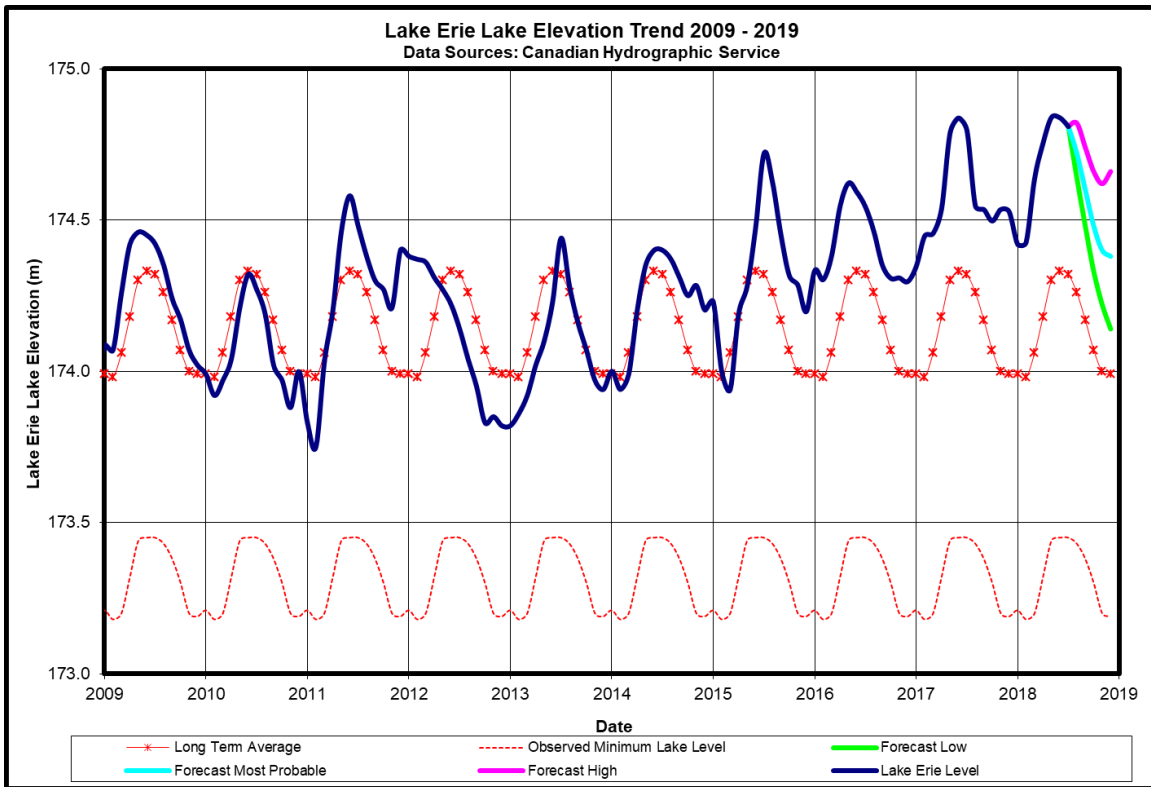


Figure 4: Shand and Conestogo Reservoir Elevation Plots

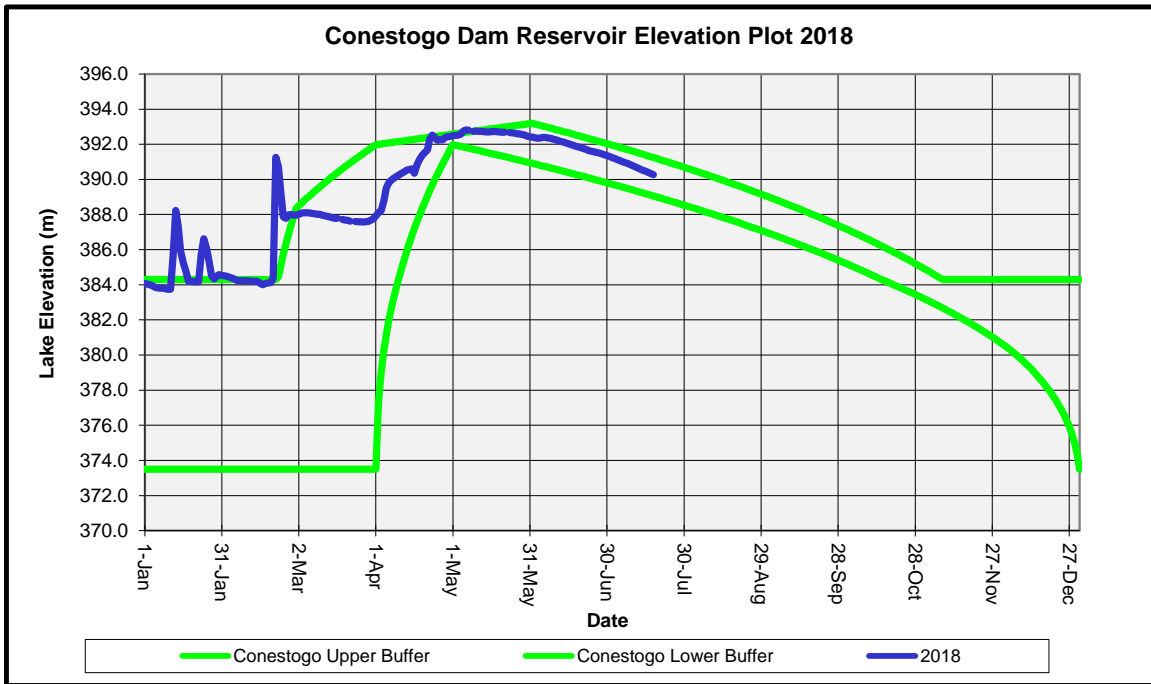
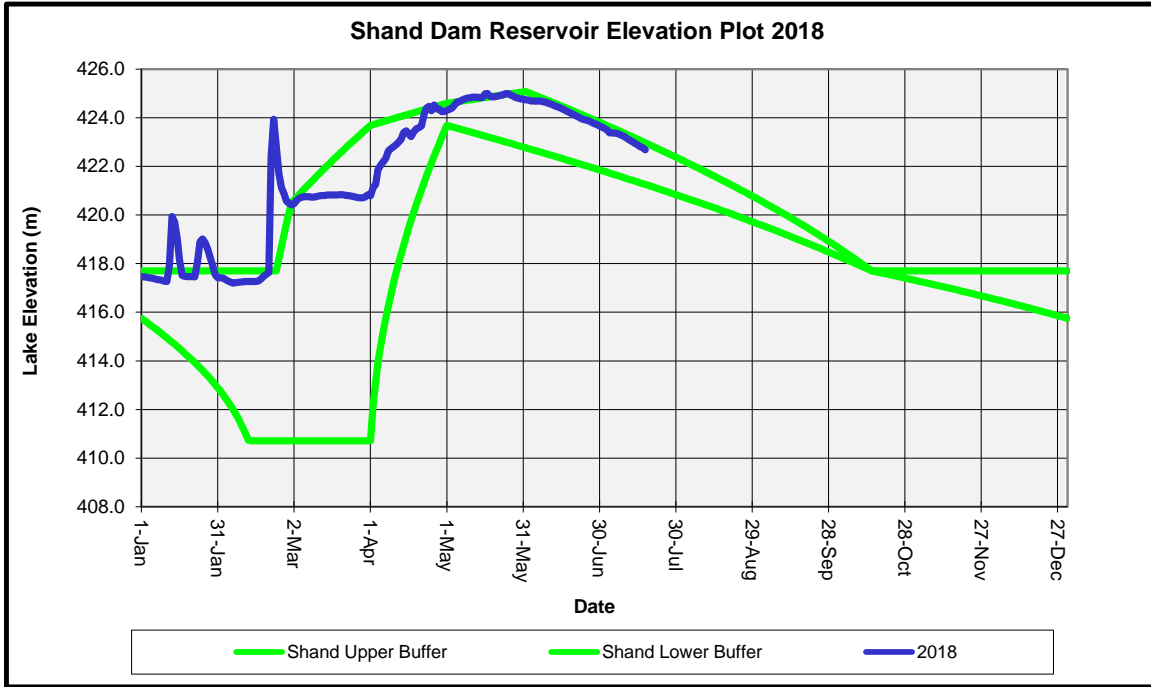
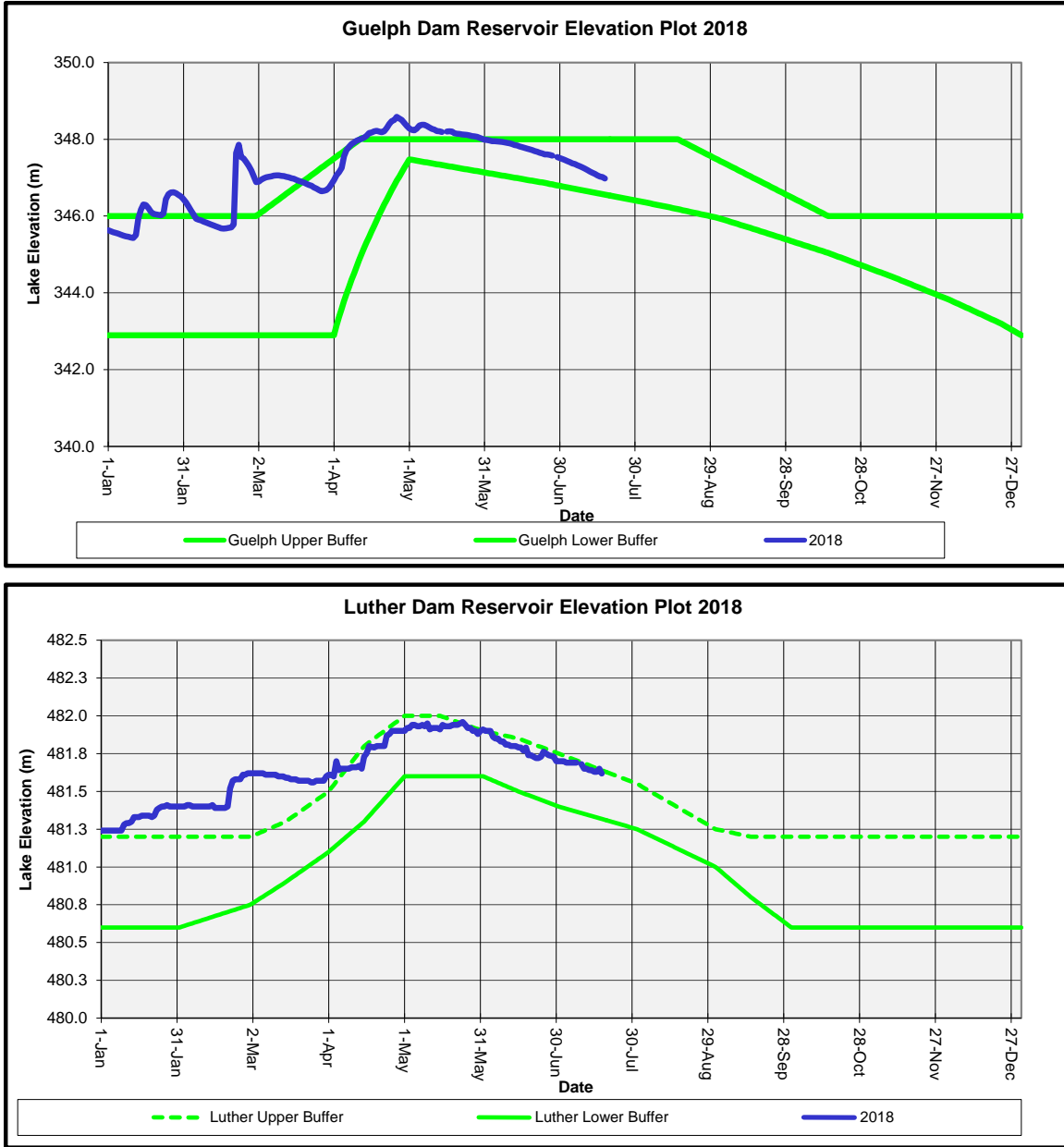


Figure 5: Guelph and Luther Reservoir Elevation Plots



Luther Dam Operating Curves

Luther Dam primarily provides a flow augmentation function to the upper Grand River and to Shand Dam. While it does provide some benefits from a flood control perspective, these benefits are limited due to the small drainage area regulated by Luther Dam.

The buffers between March 1st and September 30th define the operating range to meet downstream low flow targets. The lower buffer defines the lowest operating range for flow augmentation before reducing downstream flow augmentation targets. The earlier winter (January 1st to March 1st) and late fall (October 1st to December 31st) upper buffer curve is defined from ecologic considerations from the Luther Marsh Master Plan.

Figure 6: Flow Augmentation on the Grand and Speed Rivers

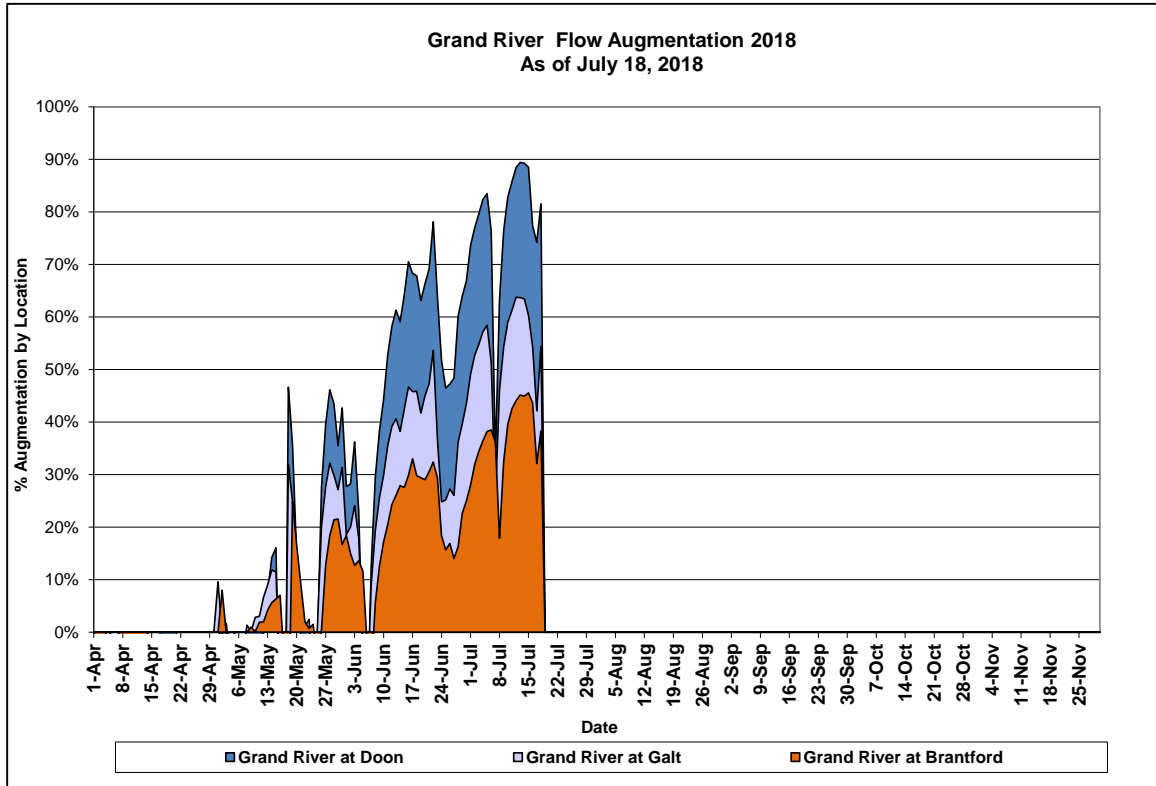
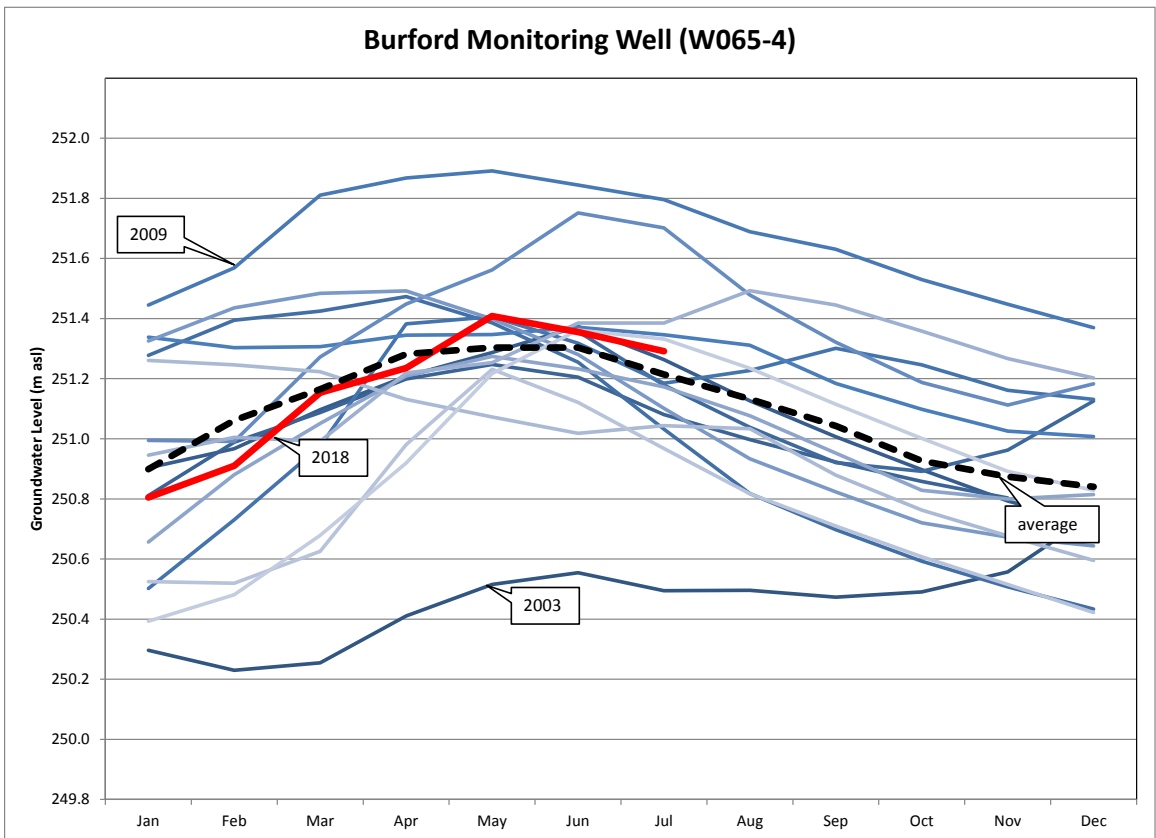


Figure 7: Groundwater Levels W065-4



Grand River Conservation Authority

Report number: GM-07-18-74
Date: July 27, 2018
To: Members of the Grand River Conservation Authority
Subject: Proposed By-Law 1-2018

Recommendation:

THAT By-law 1-2018 be read a first and second time;
AND THAT staff be directed to make amendments based on discussion at the meeting.

Summary:

Not Applicable

Report:

Conservation Authorities are required to have administrative regulations (by-laws) governing the board and the day-to-day operations of the Authority. The requirements for these regulations under the old Conservation Authorities Act were identified in Section 30 (1) and were fairly limited in number and scope. In 1985, the Ministry of Natural Resources approved an "Administrative Regulation", known as the generic by-law, as a minimum standard for all Conservation Authorities at the time. The GRCA's current by-law met and exceeded the minimum standards set out in the generic by-law.

As outlined in Report number GM-06-18-65 from the June 22, 2018 General Membership meeting, amendments to the Conservation Authorities Act passed in December 2017 include a new section, 19.1, that identifies some new requirements for Conservation Authority By-laws, as follows:

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.*

Additional requirements have also been identified:

Section 19.1.2 - Conflict with other laws: If a by-law made by an authority conflicts with any provision of the Municipal Conflict of Interest Act or the Municipal Freedom of Information and Protection of Privacy Act or a provision of a regulation made under one of those Acts, the provision of the Act or regulation prevails.

Section 19.1.3 – Periodic Review of By-laws: At such regular intervals as may be determined by by-law, an authority shall undertake a review of all of its by-laws to ensure, amongst other things, that the by-laws are in compliance with any Act referred to in subsection (2) or any other relevant law.

Section 19.1.4 –By-laws Available to Public: An authority shall make its by-laws available to the public in the manner it considers appropriate.

A Model By-law was prepared by a Conservation Ontario working group to reflect all of the legislative requirements and to serve as a template for Conservation Authorities to update their by-laws into a consistent format. The Conservation Ontario (CO) Model By-law went through an external legal review, was endorsed by Conservation Ontario Council and approved by the Ministry of Natural Resources and Forestry.

The CO Model By-law is much longer and more detailed than our current format. The content from the GRCA's current By-law 1-2016 has been merged into the new CO Model By-law format. Proposed By-law 1-2018 is attached for review and discussion. Please note that text that is red and underlined indicates wording that has been specifically added to Proposed By-law 1-2018 to reflect content from our current By-law. Some wording from the CO Model By-law has been removed as it was not reflective of current practice at GRCA, such as the appointment of an Executive Committee. References to the current By-law 1-2016 have been noted on the right hand side of the Proposed By-law 1-2018 document. The current By-law 1-2016 is also attached for reference.

Where the new legislation has created additional requirements in the By-law that are either not in the current by-law or currently contain much less detail, these have been added into the draft. Notable additions include:

- Retention of Records – Section B, #15
- Code of Conduct – Appendix 1
- Conflict of Interest Guidelines – Appendix 2

Direction is specifically required on the following items:

- Section B, #15 – a Retention of Records Policy must be developed; this is scheduled to be presented at the August General Membership Meeting
- Section C, #7 g) “No Member shall speak more than X minutes without leave of the Chair; not in current by-law; Board direction required if this is to be included

It is anticipated that First, Second and Third readings will occur over at least two meetings to allow for feedback from the Members and to make any required changes prior to subsequent approval and adoption.

The new By-law must be adopted by December 2018 at the latest.

Financial implications:

Not applicable

Other department considerations:

When the final By-law is approved by the Board, it will be forwarded to the Ministry of Natural Resources and Forestry and posted publicly on the Grand River Conservation Authority's website.

Prepared by:

Karen Armstrong
Deputy CAO, Secretary-Treasurer

Approved by:

Joe Farwell
Chief Administrative Officer



Grand River Conservation Authority By-Law No. 1-2018

GRAND RIVER CONSERVATION AUTHORITY
By-Law No. 1-2018

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Administrative By-Law

Introduction

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

Under the Act, municipalities within a common watershed are enabled to petition the province to establish a conservation authority. The purpose of the Act is to provide for the organization and delivery of programs and services that further the conservation, restoration, development and management of natural resources in watersheds in Ontario. The Authority is comprised of its Members, appointed as representatives by the Participating Municipalities.

The Members of the Conservation Authority form the General Membership of the Conservation Authority. The Members are bound by the Act and other applicable legislation. The Authority must always act within the scope of its powers. As a non-share corporation, the Authority has the capacity and, subject to the Act and other applicable legislation, the rights, powers and privileges of a natural person. The powers of a conservation authority to accomplish its objects are set out in the Act, including those identified under subsection 21(1).

Powers of authorities

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

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

(b) for any purpose necessary to any project under consideration or undertaken by the authority, to enter into and upon any land and survey and take levels of it and make such borings or sink such trial pits as the authority considers necessary;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(p) to cause research to be done;

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

A. Definitions

“Authority” means the Grand River Conservation Authority.

Commented [KA1]: Current by-law - Definition

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

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

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

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

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

Commented [KA2]: Current By-law - Point#1

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

“Majority” means half of the votes plus one.

“Members” shall mean the members appointed to the Authority by the participating municipalities in the Authority’s area of jurisdiction.

Commented [KA3]: Current by-law - Definition; slightly modified

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

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

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

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

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

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

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

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

B. Governance

1. Members

a) Appointments

Participating Municipalities within the jurisdiction of the Grand River Conservation Authority may appoint Members in accordance with Section 14 of the Act.

Appointed Members must reside in a Participating Municipality within the Authority’s area of jurisdiction and may include citizens as well as elected members of municipal councils.

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

b) Term of Member Appointments

In accordance with Section 14 of the Act, a Member shall be appointed for a term of up to four years at the discretion of the appointing municipal council; such term beginning at the first meeting of the Authority following his or her appointment and ending immediately before the first meeting of the Authority following the appointment of his or her replacement. The Secretary-Treasurer shall notify the appropriate municipality in advance of the expiration date of any Member’s term, unless notified by the municipality of the Member’s reappointment or the appointment of his or her replacement. A Member is eligible for reappointment. A Member can be replaced by a Participating Municipality at the municipality’s discretion prior to the end of their term.

c) Powers of the General Membership

Subject to the Act and other applicable legislation, the General Membership is empowered without restriction to exercise all of the powers prescribed to the Authority under the Act. In addition to the powers of an authority under s.21 of the Act for the purposes of accomplishing its objects the powers of the General Membership include but are not limited to:

- i. Approving by resolution, the creation of Committees and/or Advisory Boards, the members thereof and the terms of reference for these Committees and/or Advisory Boards;
- ii. Appointing a Chief Administrative Officer and/or Secretary-Treasurer;
- iii. Terminating the services of the Chief Administrative Officer and/or Secretary-Treasurer.
- iv. Approving establishing and implementing regulations, policies and programs;
- v. Awarding contracts or agreements where the approval of the Authority is required under the Authority’s purchasing policy.
- vi. Appointing an Executive Committee and delegate to the Committee any of its powers except:
 - i. The termination of the services of the Chief Administrative Officer and/or Secretary-Treasurer,
 - ii. The power to raise money, and

Commented [KA4]: Current By-law – Point #2; expanded wording

- iii. The power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the Authority.
- vii. Approving by resolution, any new capital project of the Authority;
- viii. Approving by resolution, the method of financing any new capital projects;
- ix. Approving details on budget allocations on any new or existing capital projects;
- x. Approving of the total budget for the ensuing year, and approving the levies to be paid by the Participating Municipalities;
- xi. Receiving and approving the Financial Statements and Report of the Auditor for the preceding year;
- xii. Authorizing the borrowing of funds on the promissory note of the Authority in accordance with subsection 3(5) of the Act;
- xiii. Approving by resolution, any proposed expropriation of land or disposition of land, subject to the requirements under the Act;
- xiv. Approving permits or refusing permission as may be required under any regulations made under Section 28 of the Act except where approving permits has been delegated to the Chief Administrative Officer;
- 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 of Natural Resources and Forestry through the Mining and Lands Tribunal;

d) Member Accountability

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

All Members have the responsibility to be guided by and adhere to the Code of Conduct (Appendix 1) and Conflict of Interest Policy (Appendix 2), as adopted by the Authority.

Members are responsible for:

- i. Attending all meetings of the Authority;
- ii. Understanding the purpose, function and responsibilities of the authority;
- iii. Being familiar with the Authority's statutory and other legal obligations;
- iv. With the administration, setting strategic direction for the Authority.

e) Applicable Legislation

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

- *Municipal Conflict of Interest Act*
- *Municipal Freedom of Information and Protection of Privacy Act*

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

f) Relationship Between Members and Staff

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

The General Membership will ensure that a process exists for regular performance evaluations of the Chief Administrative Officer, ~~and/or Secretary-Treasurer.~~

2. Officers

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

Chair

- Is a Member of the Authority;
- Presides and preserves order and decorum and decides on questions of order at all meetings of the General Membership (and Executive Committee if applicable), the Audit Committee and any ad-hoc committee for which a chair has not been appointed by the General Membership;
- Calls special meetings if necessary;
- Acts as a public spokesperson on behalf of the General Membership;
- Serves as signing officer for the Authority;
- Ensures relevant information and policies are brought to the Authority's attention;
- Keeps the General Membership apprised of significant issues in a timely fashion;
- Is a member of the Conservation Ontario Council and the Grand River Conservation Foundation;
- Performs other duties when directed to do so by resolution of the Authority.

Commented [KA5]: Current By-law – Point #5.(1); enhanced wording

Vice-Chair(s)

- Is/are a Member(s) of the Authority;
- Attends all meetings of the Authority (and Executive Committee if applicable);
- Carries out assignments as requested by the Chair;
- 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.

Commented [KA6]: Current By-law – Point#5.(2) – enhanced wording

Chief Administrative Officer (CAO)

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

- Is an employee of the Authority;
- Attends all meetings of the General Membership (and Executive Committee if applicable) or designates an acting CAO if not available;
- Works in close collaboration with the Chair and Vice-Chair(s) and keeps them apprised of relevant information and significant issues in a timely fashion;
- Develops a strategic plan for approval by the General Membership and ~~h~~implements short and long-range goals and objectives;

- Is responsible for the management of the operations of the Authority, including all staff and programs of the Authority;
- Ensures resolutions of the Authority are implemented in a timely fashion;
- Develops and maintains effective relationships and ensures good communications with Participating Municipalities, federal and provincial government ministries/agencies, Indigenous communities, other conservation authorities, Conservation Ontario, stakeholders, community groups and associations;
- Approves applications under the Development, Interference with Wetlands and Alterations to Shorelines and Watercourses Regulations made under Section 28 of the Conservation Authorities Act, RSO 1990 when such applications meet the Authority's policies, are recommended by staff for approval with or without conditions and have a maximum period of validity that does not exceed 24 months;
- Is a member of Conservation Ontario Council;
- Serves as a signing officer for the Authority.

Commented [KA7]: Current By-law – Point #9; enhanced wording

Secretary-Treasurer

- Is an employee of the Authority;
- Fulfills the requirements of the Secretary-Treasurer as defined in the Act;
- Attends all meetings of the General Membership (and Executive Committee, if applicable);
- Is the custodian of the Corporate Seal;
- Ensures notices are given and minutes are provided as required by this By-Law;
- Ensures accurate records of meetings and accounts of the Authority are kept;
- Carries out or causes to be carried out required financial transactions on behalf of the Authority;
- Is an alternate member of Conservation Ontario Council;
- Serves as a signing officer for the Authority.

Commented [KA8]: Current By-law – Point #10; enhanced wording

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

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

4. Maximum Term for Chair and Vice-Chair(s)

The individuals elected shall hold office until their successors are elected and will be eligible for re-election to the same office for up to a maximum of five one-year terms.

Commented [KA9]: Current By-law – Point#5

5. Election of Chair and Vice-Chairs

The election of the Chair and one or more Vice-Chairs shall be held annually at the first General Meeting in accordance with the Authority's Procedures for Election of Officers (Appendix 3).

All Members shall be polled by electronic or regular mail in advance of the General Meeting at which the election is to be held to determine willingness to stand for election to the position of Chair or Vice-Chair.

Commented [KA10]: Current By-law – Point #5 and 37

In the event of a vacancy occurring in the office of Chair or Vice-Chair, the Authority shall appoint one of its Members to fill the vacancy at the next special meeting or General Meeting of the

Authority, as chosen by election on accordance with the Authority's Procedure for Election of Officers (Appendix 3).

Commented [KA11]: Current By-law – Point #42

6. Appointment of Auditor

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

Commented [KA12]: Current By-law – Point #43

7. Appointment of Financial Institution

The General Membership shall appoint a financial institution to act as the Authority's banker by Resolution as required.

8. Financial Statements and Report of the Auditor

The General Membership shall receive and approve the Audited Financial Statements and Report of the Auditor annually for the previous year at the Annual General Meeting.

Commented [KA13]: Current By-law – Point #13 (2) – details about Annual General Meeting

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

9. Borrowing Resolution

If required, the Authority shall establish a borrowing resolution at the Annual General Meeting each year, and such resolution shall be in force until it is superseded by another borrowing resolution.

Commented [KA14]: Current By-law – Point #13 (2) - details about Annual General Meeting

10. Corporate Policies

The Authority shall approve and amend from time corporate policies, including Human Resource Policies, for employees containing conditions of employment and benefits.

Commented [KA15]: Current By-law – Point #65 (1) – modified slightly to include other corporate policies

10.11. Levy Notice

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

10.12. 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: and all cheques, promissory notes, and securities for money, shall be signed by the Chair or the Vice-Chair and the Chief Administrative Officer or the Secretary-Treasurer, with the following exceptions:

- i. Agreements, contracts, property leases or other documents required to be signed by the Authority shall be signed by the Chief Administrative Officer or the Secretary-Treasurer when properly authorized by resolution of the Authority;
- ii. Property leases, licenses, access agreements or other documents related to ongoing approved programs shall be signed by the Chief Administrative Officer or the Secretary-Treasurer;
- iii. Commitments to purchase goods and services may be signed by authorized buyers in accordance with the approved Purchasing Policy of the Authority;

- iv. Electronic Fund Transfers (EFTs) may be initiated by staff in accordance with proper authorization in the Purchasing Policy of the Authority or resolution of the Authority;
- v. Electronic signatures are considered acceptable except where expressly prohibited under the Electronic Commerce Act, 2000;
- vi. Permits issued under Regulations made under the Conservation Authorities Act may be signed by the Chief Administrative Officer of Secretary-Treasurer if so authorized by resolution of the Authority to sign and execute such documents on behalf of the Authority;
- vii. Notwithstanding the above, other documents required to be signed by the Authority may be signed by the Chief Administrative Officer, Secretary-Treasurer, or designate when properly authorized by policies, procedures, or resolution of the Authority.

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

Commented [KA16]: Current By-law – Point #58 (1-6) - updated

42-13. Advisory Boards and Other Committees

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

The General Membership shall approve the terms of reference for all such advisory boards and committees, which shall include the ~~role~~ purpose, the frequency of meetings and the number of members required. The names of Members to serve on all Committees shall be determined by the General Membership. The Chair is an ex-officio member of every committee.

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

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

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

When an advisory board or committee has completed its work and submitted its final report, if applicable, it dissolves automatically, unless otherwise directed by the General Membership.

Commented [KA17]: Current By-law – Points #6, 7 and 18; enhanced wording to Ad Hoc Committees

Audit Committee

The Audit Committee shall be appointed annually, at the Annual General Meeting, and shall meet at least twice per year, with the first meeting to take place after the Auditors have prepared the Auditors' Report, at such time and place as the Chair of the Committee shall decide.

The Audit Committee will be composed of the Chair of the Authority, who will be the Chair of the Audit Committee, the Vice-Chair and five other members appointed by and from the General Membership. The terms of reference for the Audit Committee shall be reviewed annually by the General Membership and attached to the Minutes of the meeting at which they are approved or confirmed.

Commented [KA18]: Current By-law – Points#4 and #17

43-14. Remuneration of Members

The Authority shall establish a per-diem rate from time to time to be paid to Members for attendance at General Meetings and Advisory Board or Committee meetings, and at such other

business functions as may be from time to time requested by the Chair, through the Secretary-Treasurer. In addition, an honorarium ~~may~~will be approved by the Authority for the Chair and Vice-chair(s) as compensation for their additional responsibilities. A single per-diem will be paid for attendance at more than one meeting if they occur consecutively on the same day. The following activities shall be eligible for per diem allowance under this clause:

- Attendance at meetings of municipal councils to present the Authority's Annual budget and general levy requirement, if the member does not sit on that council and when such council presentations are scheduled through the Chair's office or at the request of the General Membership;
- Attendance at meetings of working groups or committees when appointed by the General Membership to such group or committee as an "official representative" of the Authority;
- Attendance at workshops, conferences or tours hosted by the Authority or Conservation Ontario, if participation is open to all Members and registration is made through the Chair's office;
- Any other business approved as eligible for a per diem allowance by the General Membership.

In the event of a scheduled meeting being adjourned for lack of a quorum, those attending a meeting so adjourned shall be entitled to receive the standard per diem rate and expense.

The Authority shall reimburse Members' reasonable travel expenses incurred for the purpose of attending approved meetings and/or functions on behalf of the Authority, including actual cost of meals, lodging, public transportation and conference fees, as applicable.

A per-kilometre rate to be paid for use of a personal vehicle shall be approved by Resolution of the General Membership from time-to-time and shall be consistent with Canada Revenue Agency guidelines. Requests for such reimbursements shall be submitted on a Per Diem & Expense Claim Sheet within a timely fashion monthly with the distance travelled and shall be consistent with Canada Revenue Agency guidelines entered for each meeting and allowable expenses shown. Each Member must sign a certification printed on the sheet that the information is correct.

The Chair may submit monthly expense claims, which will be reviewed and signed by the Chief Administrative Officer, the Secretary-Treasurer and the Vice-Chair. The purpose of this review is to ensure that the Chair's expense claims conform to any policies that have been established by the Authority, are within the approved budget and are supported with appropriate documentation.

Commented [KA19]: Current By-law – Point #59

14-15. ~~Records~~ Retention of Records

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

- i. Minutes of all meetings of the Authority, including registries of statements of interests in accordance with the *Municipal Conflict of Interest Act*;
- ii. Assets, liabilities, receipts and disbursements of the Authority and Financial Statements and Reports of the Auditors;
- iii. Human Resources Files for all employees and Members as applicable;
- iv. Workplace Health and Safety documents including workplace inspections, workplace accidents, investigations, etc.;
- v. Electronic Communications including emails

- vi. Contracts and Agreements entered into by the Authority;
- vii. Strategic Plans and other documents providing organizational direction
- viii. Projects of the Authority;
- ix. Technical Studies and data gathered in support of Programs of the Authority;
- x. Legal Proceedings involving the Authority;
- xi. Incidents of personal injury or property damage involving the Authority and members of the public.

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

Commented [KA20]: NOTE: To be presented at August General Membership meeting

45-16. Records Available to Public

~~Records of the Authority shall be made available to the public in a manner that is consistent with existing legal obligations, restrictions and requirements, including Municipal Freedom of Information and Protection of Personal Privacy Act (MFIPPA) and other applicable legislation.~~

Commented [KA21]: Current By-law – Point #11 (1); modified

The ~~Chair of the~~ Authority shall act as head of the Authority for the purposes of MFIPPA ~~and responsibility for administration related to MFIPPA shall be delegated to the CAO.~~

46-17. By-law Review

In accordance with the Act, these by-laws shall be reviewed by the Authority to ensure the by-laws are in compliance with the Act and any other relevant law. The General Membership shall review the by-laws on a ~~regular-biennial~~ basis to ensure best management practices in governance are being followed

47-18. By-law Available to Public

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

48-19. Enforcement of By-laws and Policies

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

49-20. Indemnification of Members, Officers and Employees

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

Commented [KA22]: Current By-law – Point #12; modified slightly

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

Commented [KA23]: Current By-law – Point #66 – removed qualifier after brackets which stated: “and to the extent only that such costs, charges and expenses aforesaid are not covered by insurance

C. Meeting Procedures

The Meeting Procedures below governing the procedure of the Authority shall be observed in Executive Committee and Advisory Board meetings, as far as they are applicable, and the words Executive Committee or Advisory Board may be substituted for the word Authority as applicable

1. Rules of Procedure

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

Commented [KA24]: Current By-law – Point #20

The Authority may choose to conduct its business as a committee of the whole. The Committee of the Whole will consist of all Members of the Authority and will be chaired by the Vice-Chair. All standing “Rules of Debate” will be observed in Committee of the Whole.- The Committee of the Whole may make recommendations for consideration by the General Membership.

Commented [KA25]: Current By-law – Point #3; slightly modified to remove reference to Members being allowed to speak to a question more than once as that rule of debate has not been included in this version (current by-law – point#50)

2. Notice of Meeting

The General Membership shall meet at least once a month at the Authority’s Head Office unless otherwise specified, and at such time as the Chair decides. The General Membership shall approve a schedule for regular meetings in advance. The Secretary-Treasurer shall send Notice of regular meetings to all Members at least five calendar days in advance of a meeting. Notice of all regular or special meetings of the General Membership or its committees shall be made available to the public as soon as possible after its delivery to General Membership.

Notice of any meeting shall indicate the time and place of that meeting and the agenda for the meeting. Notices of meetings shall include a notation that members are to contact the office if unable to attend.

Commented [KA26]: Current By-law – Point #19

All material and correspondence to be dealt with by the Authority at a meeting will be submitted to the Secretary-Treasurer 7 days in advance of the meeting where it is to be dealt with if it is to be included in the published agenda, or 2 days in advance if it is to be introduced at the meeting. All communications on any subject may be referred to staff or a committee without any motion or debate unless otherwise ordered by the Authority.

Commented [KA27]: Current By-law – Point #28; new aspect of clarifying different timelines for inclusion in circulated agenda versus introduction at meeting

The chair may, at his/her pleasure, call a special meeting of the Authority as necessary on three calendar 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.

Commented [KA28]: Current By-law – Point #15; currently state 1/3 of members support required for special meeting rather than 50%
Current By-law Point#16; same notice requirements

The Chair or the Secretary-Treasurer may, by notice in writing or email delivered to the members so as to be received by them at least 24 hours hours before the hour appointed for the meeting,

postpone or cancel any meeting of an Advisory Board or other committee until the next scheduled date for the specific Advisory Board or committee affected.

The Chair or the Secretary-Treasurer may, if it appears that a storm or like occurrence will prevent the members from attending a meeting, postpone that meeting by advising as many members as can be reached. Postponement shall not be for any longer than the next regularly scheduled meeting date.

Commented [KA29]: Current By-law – Point #13 (1), 14 and 22; modified

3. Meetings Open to Public

All meetings of the General Membership shall be open to the public.

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

Commented [KA30]: Current By-law – Point #11 (1) (2) and 36; modified slightly

4. Agenda for Meetings

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

1. Call to order by Chair
2. Certification by Secretary-Treasurer that there is a quorum of Members present
3. Review of Agenda
4. Declarations of pecuniary interest
5. Adoption of minutes of previous meeting
6. Hearing of delegations
7. Presentations
8. Correspondence
9. 1st & 2nd readings of By-laws
10. Presentation of Reports
11. Committee of the Whole
12. Election of officers
13. Presentation of annual budget
14. General business
15. Adoption of Projects
16. 3rd reading of by-laws
17. Other business
18. Closed Meeting
19. Adournment

Commented [KA31]: Current By-law – Point #24

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 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

At any meeting of the General Membership, a quorum consists of one-half of the Members appointed by the Participating Municipalities, except where there are fewer than six such Members, in which case three such Members constitute a quorum. At any advisory board or committee meeting, a quorum consists of one-half of the Members of the advisory board or committee.

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

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

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.

Commented [KA32]: Current By-law – Point #30 – slightly modified wording

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.

Commented [KA33]: Current By-law – Points #23 and 25

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) Any Member may require the question or motion under debate to be read at any time during the debate, except while a Member is speaking;
- f) 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;
- g) No Member shall speak more than [CA SPECIFIC, if this section is required] minutes without leave of the Chair;
- h) Any Member may ask a question of the previous speaker through the Chair;

Commented [KA34]: Current By-law – Point #44

Commented [KA35]: Current By-law – Point #49

Commented [KA36]: Current By-law – Point #50; slightly modified

Commented [KA37]: Board direction required: Do we want to include this? We don't specify this in current by-law

Commented [KA38]: Current By-law – Point #51; modified

h)j) 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;

h)j) 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;

h)k) When a motion is under consideration, only one amendment is permitted at a time.

8. Matters of Precedence

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

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

Commented [KA39]: Current By-law #52; modified to reflect current practice

When a member raises a point of order, he/she shall ask leave of the Chair to raise a point of order and after leave is granted shall state the point of order to the Chair and thereafter no Member shall address the Chair on the point of order except for the purpose of appealing the Chair's decision.

Where there is no appeal, the decision of the Chair shall be final, and where there is an appeal, the Authority shall decide the question without debate and the decision of the majority of the Members present shall be final.

Commented [KA40]: Current By-law – Points #34 and 35

9. Members' Attendance

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

Commented [KA41]: Current By-law – Point #8; slightly modified wording

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

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

When a member's appointment is due to expire, the appropriate municipality shall be notified at least 30 days before the date of such expiration.

Commented [KA42]: Current By-law – Point #8

10. Delegations

Any person or organization who wishes to address the Authority may make a request in writing or email to the Secretary-Treasurer. The request should include a brief statement of the issue or

matter involved and indicate the name of the proposed speaker(s). If such request is received 10 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 delegation of more than three (3) speakers will be limited to a total maximum of twenty (20) minutes. When a large number of Delegations wish to speak on the same topic, the time limits may be reduced at the discretion of the Chair.

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

Members of the public who constitute an audience during an Authority meeting may not:

- Address the Authority without permission;
- Interrupt any speech or action of the Members, or any other person addressing the Authority;
- Display or have in their possession any picket signs, placards, or other forms of written messages deemed inappropriate by the Chair.

Commented [KA43]: Current By-law – Point#27; modified to specify what information delegation requests should provide in advance; clarifying rules around repeat delegations, etc

11. Section 28 Hearings

When a hearing is required under Development, Interference with Wetlands and Alterations to Shorelines and Watercourses Regulations, under Section 28 (12) of the Conservation Authorities Act, the General Membership shall form a tribunal for the purpose of such a hearing.

When hearings are to be held for Applications for Permit under Section 28 of the Conservation Authorities Act, RSO 1990, individual notice of hearing shall be sent by registered mail to the applicant, with a copy by ordinary mail to the applicable municipal clerk.

When a permit is approved, the original shall be retained on file by the Authority, and a copy shall be sent by regular mail to the applicant, the applicable municipal clerk, and to the appropriate municipal department with plans attached when required.

When a permit is refused, a letter of refusal shall be sent to the applicant by registered mail with a copy of the reasons for refusal which have been signed under seal by the mover and seconder of the refusal resolution. Copies shall be sent by regular mail to those who received the hearing notice.

Commented [KA44]: Current By-law – Point#29

12. Annual Meeting

The Authority shall designate one meeting of the General Membership each year as the annual meeting to be held prior to March 1 and shall include the following items on the agenda, in addition to the normal course of business:

- i. Appointment of the auditor for the upcoming year
- ii. Receipt of the most recent report of the Audit Committee
- iii. Receipt and Approval of the Auditor's Report and Audited Financial Statements for the prior year
- iv. Approval of the Budget and General Levy for the current year
- v. Approval of Provision for Borrowing for the current year
- vi. Confirmation of By-laws passed, repealed, amended or re-enacted during the past year.

Commented [KA45]: Current By-law - Point# 13 (2)

13. Meetings with Closed "In Camera" Sessions

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

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

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

The Authority shall close a meeting if the subject matter relates to the consideration of a request under MFIPPA.

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

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

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

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

A meeting of the Authority, 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, including the Chair, and
- b) a majority vote of the Members present at any meeting is required upon all matters coming before the meeting.

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

On a tie vote, the motion is lost.

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

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

If a member present at a meeting at the time of the vote requests immediately before or after the taking of the vote that the vote be recorded, each member present, except a member who is disqualified from voting by any Act, shall announce his or her vote openly answering "yes" or "no" to the question, and the Secretary-Treasurer shall record each vote. Any Members who did not stand in a recorded vote will be recorded as voting in favour.

Commented [KA46]: Current By-law – Point#46 (d)

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

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

Commented [KA47]: Current By-law – Point #56

While the Chair is putting a question to the vote, no Member shall leave his/her seat or make any noise or disturbance until the result of the vote is declared.

No question shall be voted upon more than once at any meeting, unless a recorded vote is requested.

Commented [KA48]: Current By-law – Point #55

Except as provided in Section B, Paragraph 5 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.

Commented [KA49]: Current By-law – Points #45-48; modified to provide more clarity

15. Notice of Motion

Written notice of motion to be made at an Authority advisory board or committee meeting may be given to the Secretary-Treasurer by any Member of the Authority not less than seven business days prior to the date and time of the meeting and shall be forthwith placed on the agenda of the next meeting. The Secretary-Treasurer shall include such notice of motion in full in the agenda for the meeting concerned.

Commented [KA50]: Current By-law – Point#26; modified from 14 days to 7 days

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

Recommendations included in staff reports that have been included in an agenda for a meeting of the General Membership, 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.

Commented [KA51]: Current By-law #57

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) Take the chair and call the members to order when a quorum is first present after the hour fixed for a meeting of the Authority;

Commented [KA52]: Current By-law – Point #31

b) 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;

c) Ensure that the public in attendance does not in any way interfere or disrupt the proceedings of the Members;

d) 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;

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

The Chair who opens the meeting shall remain Chair of the meeting until its adjournment. If, however, the Chair for any reason wishes to vacate the chair, either temporarily or for the balance of the meeting, he/she may appoint a Member of the Authority to take the chair in his/her place.

The Chair will vacate the chair while the Members are sitting as a Committee of the Whole, and while nominations are being held for the office of Chair, Vice-Chair or any and all other elected officers of the Authority. The Authority shall appoint a person other than a Member of the Authority to conduct such elections; who shall appoint such clerks and returning officers as is necessary to assist in holding the elections.

Commented [KA53]: Current By-law – Point #32

18. Conduct of Members

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

No Member at any meeting of the Authority shall:

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

19. Minutes of Meetings

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

If a recording secretary is not present in a closed session, the Secretary-Treasurer shall take notes of any direction provided, for endorsement by the Chair and Vice-Chair.

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

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

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

Commented [KA54]: Current By-law – Point #21 – slightly modified

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

By-law number ~~_____1-2016~~ is hereby repealed;

By-law number ~~_____1-2018~~ shall come into force on the ____ day of _____, 20____

READ A FIRST AND SECOND TIME _____
Date

READ A THIRD TIME AND FINALLY PASSED _____
Date

Signed: _____
Chair

Secretary-Treasurer

D. Appendices to the Administrative By-law

Appendix 1 - Code of Conduct

1. Background

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

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

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

2. General

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

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

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

- i. upholds the mandate, vision and mission of the Authority;
- ii. considers the Authority's jurisdiction in its entirety, including their appointing municipality;
- iii. respects confidentiality;
- iv. approaches all Authority issues with an open mind, with consideration for the organization as a whole;
- v. exercises the powers of a Member when acting in a meeting of the Authority;
- vi. respects the democratic process and respects decisions of the General Membership, Advisory Boards and other committees;
- vii. declares any direct or indirect pecuniary interest or conflict of interest when one exists or may exist; and
- viii. conducts oneself in a manner which reflects respect and professional courtesy and does not use offensive language in or against the Authority or against any Member or any Authority staff.

3. Gifts and Benefits

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

4. Confidentiality

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

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

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

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

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

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

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

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

5. Use of Authority Property

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

6. Work of a Political Nature

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

7. Conduct at Authority Meetings

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

8. Influence on Staff

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

9. Business Relations

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

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

10. Encouragement of Respect for the Authority and its Regulations

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

11. Harassment

It is the policy of the Authority that all persons be treated fairly in the workplace in an environment free of discrimination and of personal and sexual harassment. Harassment of another Member, staff or any member of the public is misconduct. Members shall follow the Authority's Harassment Policy as amended 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 Secretary Treasurer, as soon as possible after the breach.

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

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

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

Appendix 2 - Conflict of Interest

1. **Municipal Conflict of Interest Act**

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

Commented [KA55]: Current By-law – Point #12 – this has been significantly expanded

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; and,
- c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question.

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 General Membership, Advisory board or committee, as the case may be.

7. **Breach of Conflict of Interest Policy**

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

Should a Member allege that another Member has breached the Conflict of Interest Policy, the said breach shall be communicated to the Chair, with a copy to the Secretary Treasurer, in

writing. In the absence of the Chair, or if a Member alleges that the Chair has breached the Conflict of Interest Policy, the said breach shall be communicated the Vice-Chair, with a copy to the Secretary-Treasurer, in writing.

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

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

1. Voting

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

2. Acting Chair

The General Membership shall appoint a person, who is not a voting Member, as Acting Chair or Returning Officer, for the purpose of Election of Officers.

3. Scrutineer(s)

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

4. Election Procedures

The Acting Chair shall advise the Members that the election will be conducted in accordance with the Act as follows:

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

If one Nominee:

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

If More than One Nominee:

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

GRAND RIVER CONSERVATION AUTHORITY

BY-LAW NO. 1-2016

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GRAND RIVER CONSERVATION AUTHORITY

BY-LAW NO. 1-2016

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GRAND RIVER CONSERVATION AUTHORITY

BY-LAW NO. 1-2016

WHEREAS:

1. Section 30 of The Conservation Authorities Act, RSO 1990, requires the Grand River Conservation Authority, subject to the approval of the Minister of Natural Resources (and Forestry), to make administrative regulations governing its operations; and
2. Grand River Conservation Authority, in compliance with Section 30 of the Conservation Authorities Act and subject to the approval of the Minister of Natural Resources and Forestry, hereby adopts the within By-law 1-2016 to replace the herein repealed Administrative By-law 1-2014

NOW THEREFORE Grand River Conservation Authority adopts the following Administrative Regulation By-law:

Definition:

- a) "Authority" means Grand River Conservation Authority, and
- b) "Members" means persons appointed to be members of the General Membership of the Authority

General Membership

1. The General Membership comprises all Members of the Grand River Conservation Authority appointed by participating municipalities.
2. The General Membership shall approve all policies and procedures of the Authority, establish and approve the budget with or without revisions, give direction on priority of programmes and projects and generally be responsible for other matters as required by the Conservation Authorities Act and Regulations. All Members will also be Directors of the Authority by virtue of their office and the General Membership will act as the Board of Directors. All meetings of the General Membership are meetings of the Board of Directors.

The General Membership may consider applications under the Development, Interference with Wetlands and Alterations to Shorelines and Watercourses Regulations made under Section 28 of The Conservation Authorities Act, RSO 1990 when such applications do not meet the criteria for approval

by staff as outlined in Section 9 of this By-law. When a hearing before the General Membership is scheduled for consideration of such an application, the General Membership will sit as a Hearing Board pursuant to Section 29 of this By-law and the Statutory Powers and Procedures Act, RSO 1990.

Committee of
The Whole

3. At each meeting of the General Membership, the Members may sit as a “Committee of the Whole” to discuss any matter referred to the Committee of the Whole by the General Membership. The Committee of the Whole will consist of all of the Members of the Authority and will be chaired by the Vice-chair. All standing “Rules of Debate” will be observed in Committee of the Whole, except that a Member will be allowed to speak to a question more than once.

The Committee of the Whole may make recommendations for consideration by the General Membership.

Audit Committee

4. An Audit Committee shall be appointed annually, at the Annual General Meeting. The Audit Committee will be composed of the Chair of the Authority, who will be the Chair of the Audit Committee, the Vice-chair and five other members appointed by and from the General Membership.

The terms of reference for the Audit Committee shall be reviewed annually by the General Membership and attached to the Minutes of the meeting at which they are approved or confirmed.

Chair,
Vice-Chair

5. Pursuant to Section 17 of the Conservation Authorities Act and Section 40 of this By-law, a Chair and a Vice-Chair shall be elected at the first General Meeting of the Authority. The individuals elected shall hold office until their successors are elected and will be eligible for re-election to the same office for up to a maximum of five one-year terms. The duties of the foregoing officers shall be:

(1) Chair:

The Chair will be the official spokesperson for the General Membership and will preside at all meetings of the General Membership, the Audit Committee and any ad-hoc committee for which a chair has not been appointed by the General Membership. At such meetings, the Chair will preserve order and decorum and decide on all questions of order, citing the applicable rule(s). The Chair will be a member of Conservation Ontario Council and the Grand River Conservation Foundation. The Chair may represent the Authority at public events, meetings of watershed

municipal councils and meetings with representatives of the provincial and federal government. The Chair of the Authority is also the Chair of the Board of Directors of the Authority.

(2) Vice-Chair:

The Vice-Chair will chair those meetings of the Committee of the Whole outlined in Section 3 of this By-Law, preserving order and decorum and deciding on all questions of order, citing the applicable rule(s). In the absence of the Chair, the Vice-Chair will assume the duties of the Chair. The Vice-chair will be an alternate member of Conservation Ontario Council. The Vice-chair of the Authority is also the Vice-chair of the Board of Directors of the Authority.

Ad Hoc
Committees

6. The General Membership may establish and appoint Members to such ad hoc committees as it deems necessary, with the Chair of the ad hoc committee to be named by the General Membership and the terms of reference to be established at the time of appointment.

When an ad hoc committee has completed its work and submitted its final report, it dissolves automatically, unless otherwise directed by the General Membership.

Committee
Membership

7. (1) The names of Members to serve on all Committees shall be determined by the General Membership.
(2) The Chair is ex officio a member of every committee.

Members
Attendance

8. A semi-annual letter shall be sent from the Authority to member municipalities and the appropriate Ministry of the Provincial Government, noting the attendance of all Authority Members. When a Member's appointment is due to expire, the appropriate municipality shall be notified at least 30 days before the date of such expiration.

Chief
Administrative
Officer

9. The Authority shall appoint a Chief Administrative Officer who shall hold office at the pleasure of the Authority and shall report to the General Membership of the Authority when so required. He/she shall be subject only to the direction of the Authority and shall have full charge and direction of all employees of the Authority. The Chief Administrative Officer will be a member of Conservation Ontario Council.

The Chief Administrative Officer may approve applications under the Development, Interference with Wetlands and Alterations to Shorelines and Watercourses Regulations made under Section 28 of the Conservation Authorities Act, RSO 1990 when such applications meet the Authority's policies, are recommended by staff for approval with or without conditions and have a maximum period of validity that does not exceed 24 months.

Secretary-Treasurer

10. The Authority shall appoint a Secretary-Treasurer who shall hold office at the pleasure of the Authority who shall perform all of the duties of a Secretary-Treasurer as set out in the Conservation Authorities Act, RSO 1990, and such other duties as may from time to time be delegated to him/her by the Chief Administrative Officer. The Secretary-Treasurer shall also perform the following duties, the enumeration of which shall in no way limit the generality of the foregoing,
- (a) give or cause to be given all notices required by this By-Law;
 - (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;
 - (d) send or cause to be sent copies of minutes to members of the Authority.

Freedom of Information

11. (1) All meetings of the General Membership and the Committee of the Whole shall be open to the public and to coverage by news media, subject to provisions of the Municipal Freedom of Information and Protection of Privacy Act. Notwithstanding the aforementioned, a closed meeting may be convened for a special purpose (an item deemed appropriate for a closed meeting according to the Municipal Act) on the approval of the majority of those present at a meeting.
- (2) In addition, the Chair may convene a closed meeting for the special purposes as outlined above.

Conflict of Interest

12. All meetings of the General Membership and Committees shall be subject to the provisions of the Municipal Conflict of Interest Act.

CALLING OF MEETINGS

General Meetings

13. (1) The General Membership shall meet at least once a month at the Authority Head Office unless otherwise specified, and at such time as the Chair shall decide; of which two meetings shall be the statutory meetings required under Section 15(1) of The Conservation Authorities Act, RSO 1990.
- (2) The Annual General Meeting will be held prior to March 1. In addition to the business normally conducted at monthly General Meetings, the following will be included under "General Business" in the agenda for the Annual General Meeting:
- Receipt of the most recent report of the Audit Committee
 - Receipt and Approval of the Auditor's Report and Audited Financial Statements for the prior year
 - Appointment of Auditors for the current year
 - Approval of the Budget and General Levy for the current year
 - Approval of Provision for Borrowing for the current year
 - Confirmation of By-laws passed, repealed, amended or re-enacted during the past year

Notice of Meeting

14. (1) Notice of all General Membership meetings shall be conveyed to Members, municipalities, Ministry of Natural Resources and Forestry, and to the local media at least five 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.
- (2) Anyone wishing notice of other meetings shall leave their name and address with the Secretary-Treasurer. The Secretary-Treasurer or designate shall inform that person, in writing or by telephone, in advance of other meetings.
- (3) In addition, the following notices of meeting shall be given:
- (a) General Membership Meetings

To all Members, Management, and news media. In addition, special invitations may be sent to appropriate government officials.

(b) Audit Committee Meetings

To all members, Management and Auditors

- (4) Municipalities shall be deemed to be notified when their appointed representative is notified. Any municipality specifically requesting notice will be added to the appropriate list.
- (5) The Authority shall establish a schedule of news media to be notified of Authority meetings which shall be reviewed annually or more often as deemed necessary. Such schedule shall be attached to the Minutes of the meeting at which it is approved.

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| Special Meetings | 15. | The Chair may at any time summon a special meeting of the Authority and shall summon a special meeting of the Authority when requested so to do in writing by one-third (1/3) of the members of the Authority. |
| Notice re: Special Meetings | 16. | The notice calling a special meeting of the Authority shall state the business to be considered at the special meeting and no business other than that stated in the notice shall be considered at the special meeting. Notice of a special meeting shall be conveyed to the members at least 72 hours prior to the holding of the special meeting. |
| Audit Committee Meetings | 17. | The Audit Committee shall meet at least twice per year, with the first meeting to take place after the Auditors have prepared the Auditors' Report, at such time and place as the Chair of the Committee shall decide. |
| Ad Hoc Committee Meetings | 18. | Ad hoc committees shall meet at the call of the committee Chair as required and at such time and place as the committee Chair may decide. |
| Meeting Regrets | 19. | Notices of meetings shall include a notation that members are to contact the office if unable to attend. |

PROCEDURE AT MEETINGS

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| Rule of Procedure | 20. | In all matters of procedure not specifically dealt with herein the current edition of Bourinot's Rules of Order shall be binding. |
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Minutes

21. Minutes of meetings shall include the attendance, a copy of all resolutions presented at the meeting, and all other proceedings of the meeting. The Chair, at his/her discretion, may require written motions.

After the minutes have been adopted, they will be signed by the appropriate Chair and by the Secretary-Treasurer.

Minutes of Committee meetings shall be presented as information to the General Membership and copies sent to all members.

As well as sending minutes to members, the Secretary-Treasurer shall send or cause to be sent copies of reports as required.

Copies of all minutes shall be made available to Management and staff.

Summaries of minutes will be circulated to others as appropriate.

All non-confidential minutes and supporting technical reports shall be available for public review at the Administration Building during regular business hours.

Copies of minutes and supporting technical reports shall be available upon payment of costs involved, such charges to be determined by the Chief Administrative Officer from time to time.

Agenda Preparation

22. The Chief Administrative Officer, on instructions from the Chair, shall prepare or cause to be prepared an agenda to be forwarded to Members at least five days prior to any regular meeting, listing all matters to come before the meeting.

Order of Business

23. The business of the Authority shall be taken in the order in which it stands on the agenda unless otherwise decided by the majority of the Members at the said meeting.

Meeting Procedures

24. General meetings and special meetings of the Authority shall conform to the following procedure insofar as the procedures are applicable to the meeting:
1. call to order by Chair
 2. certification by Secretary-Treasurer that there is a quorum of Members present
 3. review of agenda
 4. declarations of pecuniary interest
 5. adoption of minutes of previous meeting
 6. hearing of delegations
 7. presentations

8. correspondence
9. 1st & 2nd readings of By-Laws
10. presentation of reports
11. Committee of the Whole
12. election of officers
13. presentation of annual budget
14. general business
15. adoption of projects
16. 3rd reading of By-Laws
17. other business
18. closed meeting
19. adjournment

Other Business 25. Subject always to anything specifically provided for, or dealt with, in the Conservation Authorities Act, RSO 1990 or this By-Law, no Member shall present any matter to the Authority for its consideration, unless the matter appears on the agenda, without the approval of the Chair or if the Chair refuses such approval, by leave granted by a majority vote of the Members present.

Notice of Motion 26. Written notice of motion may be given by any Member of the Authority by mailing or delivering such notice to the Secretary-Treasurer and the said motion shall be placed on the agenda of the next meeting held 14 days or more after the receipt of the said notice.

Delegations 27. Delegations will be limited to a maximum of ten (10) minutes except that a Delegation of more than three (3) speakers will be limited to a total maximum of twenty (20) minutes. When a large number of Delegations wish to speak on the same topic, the time limits may be reduced at the discretion of the Chair.

Delegations will be considered in the following order:

- (a) Citizens, organizations or their representatives who have notified the Chief Administrative Officer in writing of their desire to appear;
- (b) Citizens, organizations or their representatives who are present at a meeting, who have not notified the Chief Administrative Officer in writing of their desire to appear may, with the approval of a majority of the members present, be heard following all other delegations to a maximum of five (5) minutes.

Speakers will be requested not to repeat what has been said by previous speakers at the meeting.

Members of the public who constitute an audience during

an Authority meeting may not:

- address the Authority without permission;
- interrupt any speech or action of the Members, or any other person addressing the Authority;
- display or have in their possession any picket signs, placards, or other forms of written messages deemed inappropriate by the Chair.

Communications
and Petitions

28. Every communication, including a petition, to be presented to the Authority will be legibly written or printed and will be signed by at least one person and filed with the Chief Administrative Officer at least 24 hours prior to the start of the meeting for which it is intended. Communications and Petitions may also be sent by electronic means.

All communications on any subject may be referred to staff or a committee without any motion or debate unless otherwise ordered by the Authority.

Section 28
Hearings

29. (1) When a hearing is required under Development, Interference with Wetlands and Alterations to Shorelines and Watercourses Regulations, under Section 28(12) of the Conservation Authorities Act, the General Membership shall form a tribunal for the purpose of such a hearing.
- (2) When hearings are to be held for Applications for Permit under Section 28 of the Conservation Authorities Act, RSO 1990, individual notice of hearing shall be sent by registered mail to the applicant, with a copy by ordinary mail to the local municipal clerk.
- (3) When a permit is approved, the original shall be retained on file by the Authority, and a copy shall be sent by regular mail to the applicant, the local municipal clerk, and to the appropriate municipal department with plans attached when required.
- (4) When a permit is refused, a letter of refusal shall be sent to the applicant by registered mail with a copy of the reasons for refusal which have been signed under seal by the mover and seconder of the refusal resolution. Copies shall be sent by regular mail to those who received the hearing notice.

- Quorum
30. (1) Pursuant to Section 16(2) of the Conservation Authorities Act, a quorum for a General Meeting shall be one-half of the Members appointed by the participating municipalities.
- (2) For meetings other than full membership meetings, a quorum shall be one-half of the Members entitled to attend.
- (3) 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.
- (4) If during the course of a meeting a quorum is lost, then the meeting will stand adjourned, not ended, to reconvene at such other time and place as the Chair will then announce. Notwithstanding, if a quorum is lost due to a declaration of pecuniary interest, the meeting will continue.
- (5) If, in the Chair's opinion, it is not essential that the balance of the agenda be dealt with before the next regularly scheduled meeting, then the Chair will announce that the unfinished business will be taken up at the next regularly scheduled meeting.
- (6) The Chief Administrative Officer will give notice of any meeting so adjourned and to be reconvened, in a practical method within the time available.
- (7) Notwithstanding the above, if there is no quorum present after the time appointed for a committee meeting, the Members may choose to proceed with committee business, provided that, prior to considering any recommendations of the committee, the General Membership must first permit the recommendations to be considered. No tenders for goods and services shall be approved unless there is a quorum present.
- Call to Order
31. When a quorum is first present after the hour fixed for a meeting of the Authority, the Chair shall take the chair and call the members to order.
- Meeting Chair
32. (1) The Chair who opens the meeting shall remain Chair of the meeting until its adjournment. If, however, the Chair for any reason wishes to vacate the chair, either temporarily or for the balance of the meeting, he/she

may appoint a Member of the Authority to take the chair in his/her place.

(2) Notwithstanding the Section 32 (1) of this By-law, the Chair shall vacate the chair:

- a) while the Members are sitting as a Committee of the Whole pursuant to Section 3 of this By-Law, and,
- b) while nominations are being made and elections are being held for the office of Chair, and Vice-Chair, or any and all other elected officers of the Authority. The Authority shall appoint a person other than a Member of the Authority to conduct such elections; who shall appoint such clerks and returning officers as is necessary to assist in holding the elections.

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| Duties of Chair | 33. The Chair shall preserve order and decide questions of order. |
| Point of Order | 34. When a Member raises a point of order, he/she shall ask leave of the Chair to raise a point of order and after leave is granted shall state the point of order to the Chair and sit down and thereafter no Member shall address the Chair on the point of order except for the purpose of appealing the Chair's decision. |
| Decision of Chair | 35. Where there is no appeal, the decision of the Chair shall be final, and where there is an appeal the Authority shall decide the question without debate and the decision of the majority of the Members present shall be final. |
| Closed Meetings | 36. Meetings closed to the public shall be conducted according to the procedures for "closed meetings" as outlined in the Municipal Act. |

ELECTIONS AND APPOINTMENTS

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| Elections | 37. As outlined in Section 5, the election of officers shall take place annually at the first General Meeting.

All Members shall be polled by electronic or regular mail in advance of the General Meeting at which the election is to be held to determine willingness to stand for election to the position of Chair or Vice-Chair. |
| Nominations | 38. Nominations for the office of Chair and Vice-Chair of the Authority shall be made from the floor immediately preceding |

the holding of the elections for the office.

Nomination Eligibility 39. To be eligible for nomination, a Member must be present at the meeting or submit in writing prior to the Call-to-Order that he/she is prepared to stand for election to the office for which he/she is nominated.

Election Procedure 40. The procedure for elections shall be as follows:

- (a) at least one scrutineer who is not staff or a Member of the Authority shall be appointed to assist with the election.
- (b) the nomination and election of a Chair who shall be an accredited Member of the Authority, with such elections being conducted by a person appointed by the Authority;
- (c) the nomination and election of a Vice-Chair, who shall be an accredited Member of the Authority; with such elections being conducted by a person appointed by the Authority;
- (d) the number of votes received by those persons nominated for all offices shall be reported.

Election Voting 41. Elections shall be held by secret ballot and no Member may vote by proxy.

Vacancy in Office 42. In the event of a vacancy occurring in the office of Chair or Vice-Chair, the Authority shall appoint one of its Members to fill the vacancy at the next special meeting or General Meeting of the Authority, which Member shall be chosen by election in accordance with Section 40 and 41 of this By-law.

Auditors 43. Auditors shall be appointed by the General Membership annually, for the current year.

RULES OF DEBATE

Speakers 44. Every Member wishing to speak to a question or motion shall, upon recognition by the Chair, address the Chair.

Voting 45. Every Member present at a meeting when a question is put, including the Chair, will vote thereon, unless prohibited by statute, in which case it will be recorded. Any member who refuses to vote will be recorded as voting in the affirmative. Members will not be allowed to vote by proxy.

46. Upon the taking of a vote,

- (a) if all the Members present when the vote is taken vote unanimously, the Secretary-Treasurer or designate shall record the vote accordingly;
 - (b) if the Members present when the vote is taken do not vote unanimously, the Secretary-Treasurer or designate shall record the number of votes for and the number of votes against;
 - (c) a motion resulting in a tied vote will be considered to be defeated;
 - (d) before a vote is taken, any Member may require the vote be recorded and it shall be taken accordingly. For a recorded vote, the Secretary-Treasurer will first ask members to stand indicating that they are in favour and then will ask Members to stand indicating that they are opposed to the motion. The Secretary-Treasurer or designate shall record the name of those in favour and those opposed, and any Members who did not stand will be recorded as voting in favour.
47. After a vote, other than a recorded vote, is taken, any Member may require that the vote be taken again and be recorded if he/she disagrees with the Chair's declaration as to the results of the vote; and he/she states his/her requirement immediately after the Chair's decision.
48. While the Chair is putting a question to the vote, no Member shall leave his/her seat or make any noise or disturbance until the result of the vote is declared.
- Reading of Question 49. Any Member may require the question or motion under debate to be read at any time during the debate, except while a Member is speaking.
- Speaking to Question 50. No Member shall speak more than once to the same question without leave of the Chair except to amend or dispose of a motion. The Chair may grant additional opportunities for Members wishing to speak to a question in Committee of the Whole.
- Questioning Speaker 51. Any Member may ask a question of the previous speaker but the question shall be stated clearly and relate to the speaker's remarks.
- Matters of Precedence 52. The following matters may be introduced orally without written notice and without leave and shall have precedence over the usual order of business:
- (a) a point of order;

- (b) a point of privilege;
- (c) a motion to suspend a rule of procedure or to request compliance with the rules of procedure;
- (d) a motion that the question be now put to a vote;
- (e) a motion to refer or commit;
- (f) a motion to postpone or defer;
- (g) a motion to adjourn.

53. A motion to adjourn or to put a question to the vote shall take precedence over any other motion and shall be put to a vote immediately without debate, except that the vote shall not be taken,

- (a) while a Member is in possession of the floor or has previously indicated to the Chair his/her desire to speak on the matter before the Authority; or
- (b) after it has been decided to put a motion to the vote and before the vote is completed.

Debate

54. When a motion is under debate, no motion shall be received other than a motion to amend, to postpone action, to refer the questions, to take a vote, or to adjourn.

Vote on Question

55. No question shall be voted upon more than once at any meeting, unless a recorded vote is requested pursuant to Section 47.

Splitting of Question

56. 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.

Motion to Reconsider

57. If a motion is made to reconsider a previous motion, a two-thirds majority vote will be required in order for reconsideration to take place. If a motion to reconsider is passed, the original motion will 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, will supersede.

SIGNING AUTHORITY

Signing Officers

58. (1) Except as otherwise provided in the Conservation Authorities Act, RSO 1990 and the Purchasing Policy of the Authority, all cheques, drafts, promissory notes, and securities for money, shall be signed by the Chair or the Vice-Chair, and shall also be signed by the Chief Administrative Officer or the Secretary-Treasurer.

- (2) Notwithstanding Section 58(1), cheques for payment of the following accounts may be signed by any two of the signing officers referenced in (1) above:
 - (a) Payroll Transfer Account or payroll cheques
 - (b) Receiver General
 - (c) Treasurer of Ontario
 - (d) Any cheque made payable to the Authority
 - (e) Any cheque less than \$3,001.00

- (3) Permits issued under Regulations made under the Conservation Authorities Act may be signed by the Chief Administrative Officer or Secretary-Treasurer if so authorized by resolution of the Authority to sign and execute such documents on behalf of the Authority.

- (4) Agreements, contracts, property leases or other documents required to be signed by the Authority shall be signed by the Chair or the Vice-Chair, and shall also be signed by the Chief Administrative Officer or the Secretary-Treasurer.

- (5) Notwithstanding Section 58 (4) of this By-law, contracts, property leases or other documents required to be signed by the Authority may be signed by the Chief Administrative Officer, Secretary-Treasurer, or designate when properly authorized by policies, procedures, or resolution of the Authority.

- (6) The General Membership may approve the use of facsimile signatures.

GENERAL

Payment of Members

59. (1) Subject to the approval of the Ontario Municipal Board, Authority Members shall be paid a per diem allowance and expenses as provided for in Section 37 of the Conservation Authorities Act, RSO 1990, as follows:
 - (a) a per diem allowance for attendance at meetings of the General Membership, Committees or ad hoc committees, such allowance to be as approved by the General Membership from time to time;
 - (b) a per diem allowance for time spent on business of the Authority when such time is spent on the said business at the direction of the General Membership or the Chair, such allowance to be as approved by the General Membership from time to time. The following activities shall be

eligible for per diem allowance under this clause:

- Attendance at meetings of municipal councils to present the Authority's Annual Budget and General Levy requirement, if the Member does not sit on that council and when such council presentations are scheduled through the Chair's office or at the request of the General Membership;
 - Attendance at meetings of working groups or committees when appointed by the General Membership to such group or committee as an "official representative" of the Authority;
 - Attendance at workshops, conferences or tours hosted by the Authority or Conservation Ontario, if participation is open to all Members and registration is made through the Chair's office;
 - Any other business approved as eligible for a per diem allowance by the General Membership.
- (c) a travel allowance for travel to and from meetings of the Authority and/or other Authority business, rates to be approved by the General Membership, subject to Canada Customs and Revenue Agency guidelines.
- (d) in the event of a scheduled meeting being adjourned for lack of a quorum, those attending a meeting so adjourned shall be entitled to receive the standard per diem rate and expense;
- (e) actual cost of meals, lodging, public transportation and conference fees when said costs are necessarily incurred in the conduct of the business of the Authority;
- (f) the Chair and Vice-Chair of the Authority shall be remunerated in such amounts as approved from time to time.
- (2) A Per Diem & Expense Claim Sheet shall be sent to each Member, monthly, to be returned with the distance travelled entered for each meeting and allowable expenses shown. Each Member must sign a certification printed on the sheet that the information is correct. The Chair may submit monthly expense claims, which will be reviewed and signed by the Chief

Administrative Officer, the Secretary-Treasurer and the Vice-chair. The purpose of this review is to ensure that the Chair's expense claims conform to any policies that have been established by the Authority, are within the approved budget and are supported with appropriate documentation.

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| General Routines | 60. | In general, the Authority shall implement the routines as contained in the Policy and Procedures for Conservation Authorities Manual as approved by the Province from time to time. |
| Directory | 61. | An Authority directory shall be prepared annually containing names and contact information for staff, Authority Members, as well as for members of the Grand River Conservation Foundation. |
| Use of Questionnaire | 62. | A questionnaire may be used from time to time to receive input from the General Membership on specific questions of policy. |
| Involvement of Members | 63. | The General Membership shall promote and encourage the active involvement of individual Members in local projects, particularly in situations which require public or local council participation. |
| Flood Emergencies | 64. | The Authority shall approve a flood warning and flood emergency procedure for implementation by Authority staff, and Flood Emergency guidelines will be updated and published annually. |
| Human Resources Policies | 65. | <p>(1) The Authority shall approve and amend from time to time Human Resources Policies for employees containing conditions of employment and benefits.</p> <p>(2) Job descriptions for salaried positions shall be approved by the Chief Administrative Officer and may be amended as conditions warrant.</p> |
| Indemnification of Members, Officers and Employees | 66. | The Authority undertakes and agrees to indemnify and save harmless its Members, Officers and Employees and their heirs and legal representatives, respectively, from and against all costs, charges and expenses, including all amounts paid to settle an action or satisfy any judgement, reasonably incurred by any such Member, Officer or Employee in respect of any civil, criminal or administrative action or proceeding to which any such Member, Officer or Employee is made a party by reason of being a Member, Officer or Employee of the Authority (except in respect of an action by or on behalf of the Authority to procure a judgment in its favour) and to the extent only that such costs, charges |

and expenses aforesaid are not covered by insurance and if;

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

and

- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty that such Member, Officer or Employee had reasonable grounds for believing that the conduct was lawful.

Repeal

67. By-Law 1-2014 is hereby repealed.

Effect

68. This By-Law shall come into force on the . Twenty-sixth day of February, 2016

**GRAND RIVER CONSERVATION AUTHORITY
BY-LAW NO. 1-2016**

Dated: February 26, 2016

READ A FIRST AND SECOND TIME

Date: February 26, 2016

READ A THIRD TIME AND FINALLY PASSED

Date: February 26, 2016

Signed: _____
Chair

Secretary-Treasurer