

Policy Title: BOARD OF DIRECTORS ADMINISTRATIVE BY-LAW

Policy No.: CG-1.01-P

CORPORATE POLICY & PROCEDURE

POLICY TITLE: BOARD OF DIRECTORS ADMINISTRATIVE BY-LAW

POLICY NO.: CG-1.01-P

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Background

Toronto and Region Conservation Authority (TRCA), also known as the Authority, is a non-share corporation, established as a body corporate under Section 3(4) of the *Conservation Authorities Act* (the *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, oil, coal and minerals. In addition to the many further provincial laws that reference a 'conservation authority' in a manner applicable to TRCA, the organization's governance is determined by supplemental legislation, including the Ontario *Corporations Act* and the imminent *Not-for-Profit Corporations Act*.

Under the *Act*, municipalities within a common watershed are enabled to petition the Province of Ontario 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. TRCA's watershed jurisdiction spans the entirety of the City of Toronto as well as significant portions of the regions of Durham, Peel and York, including segments within 14 lower tier municipalities.

TRCA's Board of Directors is comprised of Board Members appointed as representatives by the participating municipalities, which include:

- Township of Adjala-Tosorontio/Town of Mono
- Regional Municipality of Durham
- Regional Municipality of Peel
- City of Toronto
- Regional Municipality of York

The Board of Directors must always act within the scope of its powers outlined in the *Act*. The powers of a conservation authority to accomplish its objects are set out in the *Act* including those identified under subsection 21(1) as outlined in Appendix 10.

TRCA believes in diversity and values the benefits that diversity can bring to its Board of Directors. Diversity promotes the inclusion of different perspectives and ideas, mitigates against groupthink and ensures that TRCA has the opportunity to benefit from all available talent. The promotion of a diverse Board of Directors makes prudent business sense and makes for better corporate governance.

TRCA aspires to have a Board of Directors comprised of talented and dedicated Board Members with a diverse mix of expertise, experience, skills and backgrounds. The skills and backgrounds collectively represented on the Board of Directors should reflect the diverse nature of the business environment in which TRCA operates. For purposes of Board of Directors composition, diversity includes, but is not limited to, environmental and business experience, geography, age, gender, and ethnicity and aboriginal status.

TRCA ideally seeks a merit-based system for Board of Directors composition within a diverse and inclusive culture which solicits multiple perspectives and views and is free of conscious or unconscious bias and discrimination. When assessing Board of Directors composition or identifying suitable candidates for appointment to the Board of Directors, TRCA requests its participating municipalities consider candidates on merit against objective criteria having due regard to the benefits of diversity and the importance of the Board Member's role for TRCA.

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A. Definitions

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

“Absence” means to fail to attend a scheduled meeting.

“Advisory Board” (also referred to as Advisory Committee) means a committee appointed to review and report on an area of ongoing interest to TRCA and that continues to do so on an indefinite basis and further, with the exception of the Executive Committee, shall act in an advisory capacity only and minutes of the committees shall be forwarded to the Board of Directors for information and receipt.

“Amended Agenda” (also referred to as “Addendum”) means any addition to a completed agenda or addition to an item on the agenda. An addendum or amended agenda contains supplemental documents prepared for the use at a meeting which contains additional information required for that meeting, such as reports, motions, or other material.

“Appendix” (plural being “Appendices”) means accompanying material to the Board of Directors Administrative By-law that may be approved by the Board of Directors or designate without change to the Board of Directors Administrative By-law itself.

“Board Members” or “Member” shall mean the individuals appointed to TRCA's Board of Directors by the participating municipalities in TRCA's area of jurisdiction. Board Members have the responsibilities of Directors of the corporation that is TRCA.

“Board of Directors” means the general membership, and as such is all of the Board Members collectively appointed by participating municipalities as per the requirements of the *Conservation Authorities Act*.

“Chair” means the Chairperson as referenced in the *Act* as elected by the Board of Directors.

“Chief Executive Officer” (also referred to as “CEO”) means the top-ranking employee of TRCA, which includes the responsibilities of the *Secretary-Treasurer*.

“Clerk” means the recording secretary for a meeting, who shall be TRCA's Clerk or designate.

“Consent Agenda” means a listing of items for consent being presented to the Board of Directors, for information, and consideration under one grouped vote.

“Director (Board)” shall mean the members appointed to TRCA by the participating municipalities.

“Electronic Meeting” means a meeting called and held in full or in part via electronic means (including, but not limited to, audio teleconference, video teleconference, or via means of the Internet), and with or without in-person attendance, allowing for electronic participation by Board Members.

“Electronic Participation / Means” means telephone, video or audio conferencing or other interactive method whereby Members, staff and the public are able to hear and see the person(s) participating by electronic means and the person(s) participating by electronic means

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are able to hear Members, staff and the public that are actively participating in the meeting via a deputation through pre-arranged attendance.

“Executive Committee” (also referred to as the Executive) refers to those Members / Directors appointed by the Board of Directors to convene as the Executive Committee.

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

“Hybrid Meeting” means anywhere some Members participate by electronic means and some Members participate in-person.

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

“Majority” means on any matter, assuming quorum is present, one half of the votes of those Board Members present and voting on the matter. ~~plus one.~~

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

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

“Officer” means the officers of TRCA empowered to sign contracts, agreements and other documents on behalf of TRCA in accordance with Section 19.1 of the *Act*, which shall include, but not be limited to the Chair, Vice-Chair and Chief Executive Officer.

“Participating Municipality” means a municipality that is designated by or under the *Act* as a participating municipality, such that it shall appoint Board Members to each conservation authority, and may be a regional or local municipality.

“Pecuniary Interest” includes the direct or indirect financial interests of a Board Member and that of a member of the Board Member’s immediate family, as outlined in the *Municipal Conflict of Interest Act*.

“Quorum” means at any meeting of the *Board of Directors*, a quorum consists of one-half of the *Members* appointed by the *participating municipalities*, except where there are fewer than six such *Board Members*, in which case three such *Board Members* constitute a quorum. At any Executive Committee or advisory board meeting, a quorum consists of one-half of the *Members*, unless specified differently in the Terms of Reference.

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

“Staff Direction” means a request made by a Member for an action be taken as a result of a motion. The direction must not be dilatory or improper or alter the content or context of a motion. Staff directions are not noted within the minutes unless an amendment is made to a recommendation.

“Toronto and Region Conservation Authority” (also referred to as “TRCA” or the “Authority” herein) means the corporation of this conservation authority established under Section 5 of the *Act*.

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“Vacancy” means a position that is no longer filled due to resignation or other means.

“Vice-Chair” means the Vice-Chairperson as elected by the Board of Directors. If a first and second Vice-Chair is 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. Board Members

(1) Appointments

Subject to any agreement under Section 14(2.1) of the *Conservation Authorities Act*, *participating municipalities* within the jurisdiction of *Toronto and Region Conservation Authority* may appoint *Board Members* in accordance with Section 14 of the *Conservation Authorities Act*. Membership numbers may be determined based on the population figures outlined in Section 2(2) in the *Act*, or by agreement that is confirmed by resolutions passed by the councils of all of the *participating municipalities*; the number of *Board Members* appointed by the City of Toronto shall at all times be equal to the total number appointed by the other participating municipalities. Appointed *Board Members* must reside in a *participating municipality* within *TRCA's* area of jurisdiction and may include citizens as well as elected members of municipal councils. **Under the Act the Province has the ability to appoint an agricultural representative. The agricultural representative has certain voting limitations compared to other Board members subject to Section 4.0.1 of the Act.** The current membership of 28 *Board Members* is a result of Authority resolution on June 27, 1984, Order in Council dated September 4, 1985 and the subsequent elimination of provincial appointees effective January 10, 1996.

Collectively, the appointed *Board Members* comprise the *Board of Directors*.

(2) Term of Member Appointments

In accordance with Section 14 of the *Act*, a *Board Member* shall be appointed for a term of up to four years and until their successor is appointed, at the discretion of the appointing municipal council; such term beginning at the first meeting of the *Board of Directors* following their appointment and ending immediately before the first meeting of the *Board of Directors* following the appointment of their replacement. The *CEO* or designate shall notify the appropriate municipality in advance of the expiration date of any *Board Member's* term, unless notified by the municipality of the *Board Member's* reappointment or the appointment of their replacement. A *Board Member* is eligible for reappointment as per the appointment terms of the *participating municipality*. A *participating municipality* may replace its representative *Board Member* at its discretion at any time prior to the end of their term.

(3) Powers of the Board of Directors

Subject to the *Act* and other applicable legislation, the *Board of Directors* is empowered without restriction to exercise all of the powers of *TRCA* set forth in the *Act*. In addition to the powers of a conservation authority under Section 21 of the *Act* for the purposes of accomplishing its objects, the powers of the *Board of Directors*, include but are not limited to, the powers outlined in *Appendix 4 –Board of Directors Terms of Reference*.

The *Board of Directors* may appoint an Executive Committee and delegate to the Committee any or all of its powers except the following, as per Section 19.1(1)(d) of the *Act*:

- 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 *Board of Directors*.

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(4) Board Member Accountability

With the exception of the ability of the Province to appoint an agricultural representative, Participating municipalities appoint *Board Members* to the *Board of Directors* as their representatives. *Board Members* have the responsibilities of Directors of the corporation that is TRCA. While *staff* is responsible for the day-to-day operations, the *Board of Directors* is responsible for TRCA's strategic direction, matters of governance, ensuring compliance with applicable legislation, ensuring appropriate policies are in place, for the financial soundness of TRCA, and for the proper exercise of the powers of TRCA.

Board Members owe a fiduciary duty to TRCA and not their Member Municipalities, when acting as a *Board Member* of the organization (Appendix 11).

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

Board Members are responsible for:

- i. Attending all meetings of the *Board of Directors* and any briefing or training sessions provided by staff or solicitor;
- ii. Understanding the purpose, function and responsibilities of TRCA;
- iii. Being familiar with TRCA's statutory and other legal obligations, including but not limited to the roles of conservation authorities in the areas of municipal planning, plan review, and *Conservation Authorities Act* Section 28 permitting related to development activity and natural hazard prevention and management and the protection of environmental interests, in accordance with the: Policies and Procedures for Conservation Authority Plan Review and Permitting Activities (MNRF, 2010);
- iv. All matters outlined in the accompanying Terms of Reference (Appendix 4).

(5) Applicable Legislation

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

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

If any part of the *Board of Directors* Administrative 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.

(6) Relationship Between Board Members and Staff

The *Board of Directors* relies on the *Chief Executive Officer* to manage the operations of the organization, including all *staff* of TRCA. The *Chief Executive Officer* is accountable to the *Board of Directors*, working cooperatively to achieve the goals established by the *Board of Directors*.

The *Board of Directors* will ensure that a process exists for regular performance evaluations of the *Chief Executive Officer*.

2. Officers

The *Officers* of TRCA, and their respective responsibilities, shall be:

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(1) Chair

- Is a *Board Member* of TRCA;
- Is an elected municipal representative;
- Presides at all meetings of the *Board of Directors* (and Executive Committee, and if applicable in terms of reference, presides over advisory boards and other committees **they are part of**);
- Calls special meetings if necessary;
- Acts as a public spokesperson on behalf of the *Board of Directors*;
- Serves as a signing officer for TRCA;
- Ensures relevant information and policies are brought to the *Board of Directors* attention;
- Keeps *Board Members* apprised of significant issues in a timely fashion;
- Performs other duties when directed to do so by resolution of the *Board of Directors*.

(2) Vice-Chair

- Is a *Board Member* of TRCA;
- Is an elected municipal representative;
- Attends at all meetings of the *Board of Directors* and Executive Committee, and performs the duties of the *Vice-Chair* at such meetings;
- 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 vacancy of the *Chair* until such time as a new *Chair* is elected or until the *Chair* resumes his/her duties;
- Serves as a signing officer for TRCA **when required**.

(3) Chief Executive Officer/Secretary-Treasurer (CEO)

The duties of the *Chief Executive Officer* and Secretary-Treasurer are combined and assigned to a single position. Responsibilities of the *CEO* as assigned by the *Board of Directors* include, but are not limited to the following:

- Is an employee of TRCA;
- Fulfills the requirements of the Secretary-Treasurer as defined in the *Act*;
- Attends all meetings of the *Board of Directors* (and Executive Committee, advisory boards and other committees if applicable);
- May designate an acting *CEO* to act in their stead when required;
- Give or cause to be given all notices required by this By-law;
- Ensure the *Clerk* keeps accurate records of meetings and accounts of the *Board of Directors* (and Executive Committee advisory boards and other committees if applicable);
- Works in close collaboration with the *Chair* and *Vice-Chair* and keeps them apprised of relevant information and significant issues in a timely fashion;
- Develops a strategic plan for approval by the *Board of Directors* and implements short and long-range goals and objectives;
- Is responsible for the management of the operations of TRCA, including all *staff* and programs of TRCA;
- Ensures resolutions of the *Board of Directors* are implemented in a timely fashion;
- Develops and maintains effective relationships and ensures good communications with stakeholders, including *participating municipalities*, federal

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and provincial government ministries/agencies, indigenous communities, other conservation authorities, Conservation Ontario, and community groups and associations;

- Carry out or cause to be carried out required financial transactions on behalf of the *Board of Directors*;
- Is the custodian of the Corporate Seal;
- Serves as a signing officer for *TRCA*.

(4) Clerk

- Is an employee of *TRCA*;
- Maintains minutes and accurate accounts of the Board and advisory board meetings;
- Ensures appropriate notices are issued related to hearings and decisions as per the requirements of the Act;
- Conducts voting for meetings including the Annual General Meeting
- Is an *Officer* of the organization for the purposes of the *Municipal Freedom of Information and Protection of Privacy Act*.

(5) Staff

- Other *TRCA* staff delegated signing authority as per *TRCA*'s Signing Officers policy.

3. Absence of Chair and Vice-Chair

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

4. Representatives to Conservation Ontario Council

- (1) The *Board of Directors* may appoint up to three representatives to the Conservation Ontario Council ("Council"), designated as Voting Delegate and Alternate(s). The Council will consist of the Voting Delegates appointed by each member conservation authority. *TRCA* shall appoint the following annually, without Resolution of the *Board of Directors*:

- (a) Voting Delegate – *Chair*
- (b) First Alternate – *Vice-Chair*
- (c) Second Alternate – *Chief Executive Officer*

- (2) The Voting Delegate and Alternates shall be registered by the *Clerk* with Conservation Ontario annually.

5. Election of Chair and Vice-Chair

The election of the *Chair* and *Vice-Chair* shall be held at the Annual Meeting of the *Board of Directors* unless an exception is granted by the Minister for a two-year term in which case it would be held biennially. Should a vacancy of either position arise between the scheduled elections, election for such positions will be held at the next regular meeting of the *Board of Directors*. All elections shall be in accordance with the *Board of Directors* Procedures for Election of Officials (*Appendix 3*)

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6. Appointment of Auditor

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

7. Financial Statements and Report of the Auditor

The *Board of Directors* shall receive and approve the Audited Financial Statements and Report of the Auditor annually for the previous year.

The *Board of Directors* shall forward copies of the Audited Financial Statements and Report of the Auditor to *participating municipalities* and the *Minister* and will make them available to the public by posting on the *TRCA* website in the *Board of Directors* agenda or minutes within sixty (60) days of receiving the Auditors Report.

8. Borrowing Resolution

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

9. Levy Notice

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

10. Signing Officers

All deeds, transfers, assignments, contracts, and obligations entered into by *TRCA* shall be signed by the signing officers of *TRCA*, or designate, as outlined in the *TRCA* policy on Signing Officers.

11. Executive Committee

- (1) The *Board of Directors* may elect or appoint an Executive Committee every two years at the Annual Meeting of the *Board of Directors*, in accordance with Section 19 of the *Act* and this By-law. The membership of the Executive Committee is outlined in *Appendix 5 – Executive Committee Terms of Reference*.
- (2) Should a vacancy on the Executive Committee arise between Annual meetings, election for such positions will be held at the next regular meeting of the *Board of Directors*. All elections shall be in accordance with the *Board of Directors* Procedures for Election of Officials (*Appendix 3*).
- (3) The Executive Committee shall have the powers outlined in the Executive Committee Terms of Reference (*Appendix 5*), and any other powers so delegated to it by the *Board of Directors*, in keeping with this By-law.
- (4) Rules and procedures governing *Board of Directors* shall be observed by all committee Members.

12. Advisory Boards and Other Committees

- (1) In accordance with Section 18(2) of the *Act*, the *Board of Directors* shall establish such advisory boards as may be required by regulation and may establish such other advisory boards as it considers appropriate. .

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- (2) The *Board of Directors* shall approve the terms of reference for all such advisory boards and committees, which shall include the role, the frequency of meetings and the number of Members required.
- (3) Rules and procedures governing *Board of Directors* shall be observed by all advisory board members.
- (4) Elections or appointment to advisory boards may happen at any regular meeting of the *Board of Directors*. Appointment shall be by way of resolution of the *Board of Directors*, whereas all elections shall be in accordance with the *Board of Directors Procedures for Election of Officials (Appendix 3)* and may happen at an advisory board meeting.
- (5) Each advisory board or committee shall report to the *Board of Directors*, presenting any recommendations made by the advisory board or committee. Each advisory board or committee shall submit meeting minutes to the *Board of Directors* in a timely manner.
- (6) The dates of all advisory board and committee meetings shall be made available to all *Board Members* of the *Board of Directors* by means of *TRCA's* website.
- (7) The Terms of Reference for advisory boards and committees are outlined in the *appendices* to this By-law.
- (8) The *Board of Directors* may from time to time establish by resolution special advisory boards and committees to deal with particular matters specified by the *Board of Directors*. The members of the special body shall be appointed by resolution of the *Board of Directors* and shall include at least one *Board Member* of the *Board of Directors* and may in addition appoint other persons to the special body. Such body shall follow the rules and procedures outlined in this By-law.

13. Remuneration of *Board Members*

- (1) Subject to compliance with applicable governing Acts, rules and regulations, remuneration may be afforded to *Board Members*. Should payment by *TRCA* of remuneration be deemed to be allowable under such law at any period in time, the *Board of Directors* shall establish by Resolution a per diem rate to be paid to *Board Members* for attendance at *Board of Directors* and Executive Committee meetings, and at such other business functions as may be from time to time requested by the *Chair*, through the *CEO*, and as approved by the Ontario Public Guardian and Trustee (PGT). In addition, an honorarium that is authorized by the PGT may be approved by the *Board of Directors* for the *Chair* and/or *Vice-Chair* as compensation for their additional responsibilities. A single per diem will be paid for attendance, either in person or by electronic means, at more than one meeting if they occur consecutively on the same day. Should payment by *TRCA* of remuneration be deemed not to be allowable under such law at any period in time, the *Clerk* shall report to the *Board of Directors* in this regard.
- (2) Remuneration shall be paid on a semi-annual basis in accordance with *TRCA's* payroll procedures.

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- (3) The *Board of Directors* shall reimburse *Board Members'* and advisory board members' reasonable travel expenses incurred commuting from home or place of work for the purpose of attending meetings and/or functions on behalf of the *Board of Directors* or advisory board. These expenses shall include:
- (a) a per-kilometre rate for use of a personal vehicle, with the per-kilometre rate to be paid at the same rate as approved for *TRCA staff*.
 - (b) public transportation (e.g., transit fare) or rented transportation costs (e.g., taxi/Uber/Lyft fare), not to exceed the cost of the per-kilometre rate that would be applied based on the distance travelled.
 - (c) 407 ETR toll fees (with the exception of video toll charges/camera charges).
- (4) Requests for such reimbursements shall be submitted to the *Clerk* in a timely fashion and shall be consistent with *TRCA* guidelines. A *Board Member* must be present for a half of the meeting in order to qualify for a reimbursement.

14. Records Retention

TRCA shall keep, retain and protect full and accurate records in accordance with *Municipal Freedom of Information and Protection of Privacy Act (MFIPPA)*, other applicable laws and regulations and *TRCA's* policies, as approved by the *Chief Executive Officer* from time-to-time.

15. Records Available to Public

- (1) Subject to requirements of the *MFIPPA*, *TRCA* shall maintain and adhere to policies that determine which *TRCA* information and data are made available to the public.
- (2) Pursuant to Section 3 and Subsection 49(1) of *MFIPPA*, the *Board of Directors*, as head under *MFIPPA*, hereby delegates all the powers and duties granted and vested in the head to the *Clerk*.
- (3) In accordance with the *Act*, the *Board of Directors* shall make the *Board of Directors* Administrative By-law available to the public on *TRCA's* open webpage, including written and alternative formats in accordance with the *Accessibility for Ontarians with Disabilities Act (AODA)* if requested by a member of the public.

16. By-law Review

The *Board of Directors* Administrative By-law shall be reviewed by *staff* at the earlier of every five years or when circumstances arise requiring modifications. Changes will be brought as required to the *Board of Directors* for approval.

17. Enforcement of By-law and Policies

The *Board Members* shall respect and adhere to all applicable by-laws and policies (for example, the Code of Conduct for *Board Members* and Conflict of Interest for *Board Members* – Appendices 1 and 2, respectively). *TRCA* may take reasonable measures to enforce its by-laws and policies, including the enforcement mechanisms under the *Municipal Conflict of Interest Act*. The procedure for enforcement shall be as follows:

17.1 Board Members are encouraged to resolve disagreements and conflicts through one-on-one discussion in order to remedy a behaviour or activity contrary to the *TRCA* Policies. However, it is not a precondition or a prerequisite that this discussion

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be initiated or completed prior to pursuing the Formal Complaint Procedure as described below.

17.2 The Formal Complaint Procedure shall be as follows:

- (a) A dated signed written complaint detailing the relevant particulars shall be submitted to the *Chief Executive Officer*.
- (b) Upon receipt of the complaint, the *Chief Executive Officer* or designate shall prepare an information package that shall include the following:
 - i. The Complaint;
 - ii. A copy of the Policies that are relevant;
 - iii. Such other information or documentation that the *Chief Executive Officer* deems relevant.
- (c) A Special Committee made up of two Members of the Executive Committee not directly involved in the complaint shall be formed by the *Chair* to address the complaint. In the case where the *Chair* is involved in the complaint, the *Vice-Chair* will form the Special Committee.
- (d) The information package referred to above shall be provided to the *Board Member* alleged to be in contravention forthwith and to the Special Committee on appointment.
- (e) The *Chief Executive Officer* shall submit a brief report to the Executive Committee in a closed session at a regularly scheduled meeting advising that a complaint was received, providing the following information, subject to any requests to maintain privacy which shall be administered according to applicable privacy legislation:
 - iv. Name of Alleged Offender;
 - v. Name of Complainant;
 - vi. The provision of the Policies allegedly contravened;
 - vii. A summary of the facts constituting the alleged contravention;
 - viii. The date of request.
- (f) The *Chief Executive Officer* shall forward the report to the integrity commissioner of the *Board Member's* appointing municipality to appraise them of the complaint.
- (g) The Special Committee shall complete an investigation of the complaint (which shall include an opportunity for the affected *Board Member* to respond to the allegation) within 30 days of receipt of the information package or such longer period as it may require not to exceed 60 days, and provide a report to the *Chair* (or *Vice-Chair* as the case may be) on the matter as to the validity of the complaint and its written recommendations as to the appropriate measures to be taken by the Executive Committee. The report shall be tabled in closed session at the next regularly scheduled Executive Committee meeting.
- (h) The Executive Committee shall receive the report and recommendations from the Special Committee and may determine the appropriate action(s) to be taken, if any. Following such determination by the *Executive Committee* the appointing municipality shall be notified of such determination and recommendations for action.

18. Indemnification of Board Members

- (1) TRCA will procure and maintain a program of insurance, including directors and officers liability, automobile liability and commercial general liability coverage in limits that are typical for an organization of TRCA's scale and operations for liabilities to which a Board Member or advisory board member ("Member") might ordinarily be

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exposed by reason of being a Member ("Insurance"). Insurance is the primary means by which TRCA will finance liabilities to which Members might be exposed as a result of their role as a Member.

- (2) Subject to Board of Directors approval and provided that the following criteria is met and continues to be met, TRCA shall indemnify and defend its Members and their heirs, in respect of any civil, criminal or administrative action, order, claim or proceeding, from and against all costs, charges and expenses, including all amounts paid to settle any real or potential action, claim, charge, order, or proceeding or satisfy any judgement reasonably incurred by any such Members to which any such individual is made a party by reason of being a TRCA Member ("Claim"), and to the extent only that such a Claim is not covered by Insurance when:
 - (a) A Member acted honestly, in good faith with a view to the best interests of TRCA, with due regard for the legality of their actions or omissions, and within the scope of their duties and responsibilities.
- (3) Notwithstanding the indemnity provided under 17(2), where a Member is charged with an offence under the Criminal Code, or under any other statutes(s), or a proceeding is commenced involving the member under the *Municipal Conflict of Interest Act* arising out of an act done in the performance of their official duties, indemnity under this By-law shall be subject to the Member's acquittal, and:
 - (a) The Member shall, in the first instance, be responsible for their own costs including the retaining of legal counsel or a paralegal.
 - (b) The Member must have had reasonable grounds for believing that the conduct was lawful.
 - (c) A request for indemnification shall be referred to the Executive Committee and the Board of Directors for their consideration on advice from the TRCA's Legal Counsel. The term "acquittal" shall be taken to be the same as a finding not to have contravened a statute, a dismissal of the charge(s) or proceeding and may, in appropriate circumstances, include the withdrawal of the relevant charge(s) or proceeding.
- (4) Whenever a circumstance that could give rise to a real or potential Claim is brought to the attention of a Member, the Member is to advise TRCA's Legal Counsel immediately. If requesting indemnification, the individual will provide a copy of all documents and information related to the matter. Any failure on the part of the individual to report the Claim or proceeding forthwith to Legal Counsel or to provide corresponding documentation or to cooperate in any subsequent investigation or defense of the claim may result in denial of the request for indemnity.
- (5) Where a request for indemnification has been made under this policy, TRCA's Legal Counsel shall provide a report and a recommendation to the Executive Committee and to Board of Directors for their consideration.
- (6) This policy does not apply to:
 - (a) Any Claims commenced by TRCA;
 - (b) Any Claims in which TRCA is a party adverse in interest;
 - (c) Any Claims commenced by a Member.

C. Meeting Procedures

The Meeting Procedures below governing the procedures of the *Board of Directors* shall also be observed in Executive Committee and advisory board meetings unless otherwise specified in their terms of reference, as far as they are applicable, and the words Executive Committee or advisory board shall be substituted for the words *Board of Directors* as applicable.

1. Rules of Procedure

- (1) In all matters of procedure not specifically dealt with under the *Act* and this By-law, the current edition of Robert's Rules of Order ~~or other generally accepted rules of procedure~~ shall be binding.

2. Notice of Meeting

- (1) The *Board of Directors* shall approve a schedule for regular meetings in advance, following the requirements of Frequency of Meetings outlined in the *Appendices*. The *Chief Executive Officer* shall send Notice of regular meetings to all *Board Members* at least seven calendar days in advance of a meeting. Notice of all regular or special meetings of the *Board of Directors* or its committees shall be made available to the public as soon as possible after its delivery to *Board of Directors*.
- (2) Notice of any meeting shall indicate the time and place of that meeting and the agenda for the meeting. Posting of the agenda on *TRCA's* website is deemed to meet the notice requirement.
- (3) All material and correspondence to be dealt with by the *Board of Directors* at a meeting will be submitted to the *Chief Executive Officer* or their delegate nine days in advance of the meeting to be included in the regular agenda, three days in advance of the meeting to be included with the added agenda, and one day in advance of the meeting if it is to be introduced at the meeting. The cut-off time shall be 12:00 p.m. in each instance.
- (4) The *Chair* may, at their pleasure or at the request of a *Board Member*, call a special meeting of the *Board of Directors* on seven days' notice, in writing, or as is necessary. The *Chair* shall not refuse the calling of a special meeting with majority support. The notice shall state the business of the special meeting and only that business shall be considered at that special meeting. The agenda for special meetings of the *Board of Directors* shall be prepared as the *Chair* may direct.
- (5) The *Chair* or the *Chief Executive Officer* may, by notice in writing, delivered to the *Board Members* at least 12 hours before the hour appointed for the meeting, postpone or cancel any meeting of the *Board of Directors*, Executive Committee, an advisory board or other committee until the next scheduled date, when they become aware in advance that a quorum for the meeting cannot be reached or for any other valid reason.
- (6) The *Chair* or the *Chief Executive Officer* may, if it appears that a weather event or like occurrence will prevent the *Board Members* from attending a meeting, postpone that meeting by advising as many *Board Members* as can be reached or, if warranted, hold the meeting electronically provided quorum and public participation requirements can be met. Postponement shall not be for any longer than the next regularly scheduled meeting date.

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3. Meetings Open to Public

- (1) All meetings of the *Board of Directors* and Executive Committee, regardless of whether they are held in-person or electronically, shall be open to the public. When the meeting is held electronically, TRCA shall provide alternative means of public participation.
- (2) Notwithstanding subsection C.3(1), a meeting or a part of a meeting may be closed to the public if the subject matter meets the criteria for a closed meeting as defined in Section C.4 of this By-law.
- (3) All meetings of the *Board of Directors* and Executive Committee will be webcast and be made publicly available for both live streaming and later viewing or be made similarly available using the best available technological systems, except in times of technological failure.

4. Meetings with Closed “In Camera” Sessions

- (1) Every meeting shall be open to the public as per Section 15(3) of the *Act*, subject to the exceptions set out below.
- (2) Meetings may be closed to the public if the subject matter being considered relates to:
 - (a) The security of the property of *TRCA*;
 - (b) Personal matters about an identifiable individual, including *staff* of *TRCA*;
 - (c) A proposed or pending acquisition or disposition of land by *TRCA*;
 - (d) Labour relations or employee negotiations;
 - (e) Litigation or potential litigation, including matters before administrative tribunals (e.g. Local Planning Appeal Tribunal), affecting *TRCA*;
 - (f) Consideration of the issuance or refusal to issue permissions pursuant to section 28 (or 28.1) of the *Act*;
 - (g) Advice that is subject to solicitor-client privilege;
 - (h) A matter in respect of which the *Board of Directors*, Executive Committee, advisory board or other body may hold a closed meeting under another Act;
 - (i) Information explicitly supplied in confidence to *TRCA* by the Government of Canada, a province or territory or a Crown agency of any of them;
 - (j) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to *TRCA*, 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;
 - (k) a trade secret or scientific, technical, commercial or financial information that belongs to *TRCA* and has monetary value or potential monetary value; or
 - (l) 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 *TRCA*.
- (3) The *Board of Directors* shall close a meeting if the subject matter relates to the consideration of a request under *MFIPPA*.
- (4) A meeting of the *Board of Directors* may also be closed to the public if:
 - (a) the meeting is held for the purpose of educating or training the *Board Members*;and

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- (b) at such a meeting, no *Board Member* discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the *Board of Directors*.
- (5) If the requirement for a closed meeting or part of a meeting is known when the agenda or added agenda is produced, the subject matter being considered and the criteria for closed session shall be identified on the agenda.
- (6) Before holding a meeting or part of a meeting that is to be closed to the public, the *Board Members* shall state by resolution during the open session of the meeting that there will be a meeting closed to the public and the general nature of the matter to be considered at the closed meeting. Once matters have been dealt with in a closed meeting, the *Board of Directors* shall reconvene in an open session.
- (7) The *Board of Directors* shall not vote during a meeting that is closed to the public, unless:
 - (a) the meeting meets the criteria outlined in this By-law to be closed to the public;
 - (b) the vote is for a procedural matter or for giving directions or instructions to *Officers, staff* or agents of *TRCA*;
 - (c) a vote is called in connection with a decision to allow (with or without conditions) or refuse, permission following a hearing pursuant to section 28 (or 28.1) of the *Act*.
- (8) At such time as the items considered in camera can be made public, the relevant resolution(s) will be included as part of a regular *Board of Directors* agenda for information.
- (9) The *Clerk* shall implement the following procedures for handling of confidential matters:
 - (a) A public report with as much detail as is publicly available shall be circulated to *Board Members* where possible, and the confidential material shall be verbally reported in closed session. Should there be an extensive amount of confidential material for consideration, that circulation shall be by hard copy couriered or emailed in a secure digital form to the *Board Members*.
 - (b) Each confidential report shall contain a watermark with the name of the individual receiving it as a unique identifier, and hard copies shall be printed on coloured paper.
 - (c) Any materials presented to the *Board of Directors* during a closed meeting shall be returned to the *Clerk* prior to departing from the meeting and shall be treated in accordance with the *Board of Directors* procedures for handling confidential material.
 - (d) Confidential minutes will be produced for all discussions which are held in closed session where a resolution is approved. Confidential minutes will only be available to *Board Members*, eligible *staff* or legal counsel upon request or when required to be dealt with as part of a *Board of Directors* agenda, and when circulated shall be watermarked with a unique identifier.
 - (e) The *Clerk* shall maintain a log of who confidential items are circulated to, at any time it is circulated, and who returns confidential items to the *Clerk*.
 - (f) Notes will be taken of discussions of all closed session discussions, in keeping with *MFIPPA* requirements, and such notes shall only be provided to the

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Information and Privacy Commissioner or designate, if requested, as evidence of the confidential nature of the closed session.

- (10) Discussion notes and where applicable, confidential minutes will be produced by the *Clerk* for all in camera meetings and maintained as a corporate record. If the *Clerk* is not present in a closed session, a designate shall take notes of any direction provided and the nature of the discussion.

5. Agenda for Board of Directors Meetings

- (1) The *Clerk*, under the supervision of the *Chief Executive Officer*, shall prepare an agenda for all regular meetings of the *Board of Directors* that shall include, but not necessarily be limited to, the following headings: Acknowledgement of Indigenous Territory; Minutes; Disclosure of Pecuniary interest and General Nature Thereof; Delegations; Presentations; Correspondence; Items for Action or Information; Material from Executive Committee or advisory boards; Ontario Regulation 166/06, as amended; Closed Session; New Business.
- (2) The agenda for special meetings of the *Board of Directors* shall be prepared as directed by the *Chair*.
- (3) Agendas for meetings shall be forwarded to all *Board Members* at least seven calendar days in advance of the meeting, except in unforeseen circumstances preventing timely circulation and is expected to be posted on the website no later than noon on the Monday prior to the Friday meeting. In special circumstances an amended agenda may be circulated at least 2 days in advance of the meeting. Such agendas shall be made available to the public on *TRCA'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 *AODA*, if requested by interested parties.
- (4) Staff members may request to add a walk-on item to the agenda on the day of the meeting. Addition of a walk-on item requires a motion to amend the agenda and requires support of two thirds of *Board Members* present at the meeting.
- (5) The business of each meeting shall be taken up in the order in which it stands in the Agenda for that meeting, unless otherwise decided by discretion of the Chair or a two-thirds (2/3) vote of the Members present, allowing a Member not present at the time of a vote to re-open the debate on an item.

6. Quorum

- (1) At any meeting of the *Board of Directors*, a quorum consists of one-half of the *Members* appointed by the *participating municipalities*, except where there are fewer than six such *Board Members*, in which case three such *Board Members* constitute a quorum. At any Executive Committee or advisory board meeting, a quorum consists of one-half of the *Members*, unless specified differently in the Terms of Reference.
- (2) If there is no quorum within fifteen minutes (15) 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 *Clerk* shall record the names of the *Board Members* present and absent.

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- (3) If during a *Board of Directors* 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 **or until the quorum can be reformed**. Agenda items including delegations and presentations may be covered and presented and issues discussed, but no formal decisions may be taken by the remaining *Board Members* which do not constitute a quorum.
- (4) Where the number of *Board Members* who are unable to participate in a meeting due to the declaration of a conflict of interest as per *Appendix 2* is such that at that meeting the remaining *Board Members* are not of sufficient number to constitute a quorum, the remaining number of *Board Members* shall be deemed to constitute a quorum, provided such number is not less than two.

7. Order of Business

- (1) When quorum is first present after the time fixed for the meeting, the *Chair* shall call the meeting to order. The first order of business shall be the Acknowledgement of Indigenous Territory, which shall be read by the *Chair* at the start of each meeting.
- (2) The *Board of Directors* shall use a consent agenda procedure to expedite agenda items for which no discussion is required. The business of the *Board of Directors* shall be taken up in the order in which it stands on the agenda, with the exception that delegations and presentations shall be handled after the *Chair* conducts the consent agenda as follows:
 - (a) Following any disclosure of pecuniary interest and excluding closed session and new business agenda items, the *Chair* shall call the remaining agenda items, by section and ask if any member wishes to hold an item for discussion.
 - (b) If a member requests to hold an item, **the Chair shall indicate this verbally or electronically via the flagged hand, the Chair shall acknowledge the request and the Clerk shall make note of the member's request.**
 - (c) At the completion of each section of the agenda, the *Chair* shall call for a mover and seconder to adopt the un-held items in that section. Debate and voting shall be conducted as per this By-law.
 - (d) Once all agenda items have been addressed, the *Chair* will call the delegations and presentations, then any held agenda items in order of appearance on the agenda.
- (3) Delegations shall follow the rules outlined in Section C.13. Presentations are typically delivered by staff as allowed by the *Chief Executive Officer* and shall be allotted a maximum of 10 minutes to address the *Board of Directors*, except by leave of the *Chair*.
- (4) No *Board Member* shall present any matter to the *Board of Directors* for its consideration unless the matter appears on the agenda for the meeting of the *Board of Directors* or the matter is related to an item on the agenda and leave is granted by the *Chair* to present the matter under New Business.
- (5) A *Board Member* who wishes to discuss a matter that does not appear on the agenda may put forward a Notice of Motion under New Business to request *staff* to prepare a report back at the next meeting.

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8. Notice of Motion

- (1) Written notice of motion to be made at a *Board of Directors* meeting may be given to the *Clerk* by any *Member* of the *Board of Directors* not less than nine calendar days prior to the date and time of the meeting and shall be forthwith placed on the agenda of the next meeting. Such notice of motion shall be included in full in the agenda for the meeting concerned.
- (2) Recommendations included in reports of advisory boards that have been included in an agenda for a meeting of the *Board of Directors*, shall constitute notice of motion for that meeting.
- (3) Recommendations included in *staff* reports that have been included in an agenda for a meeting of the *Board of Directors*, shall constitute notice of motion for that meeting.
- (4) Notwithstanding the foregoing, any motion or other business may be introduced for consideration of the *Board of Directors* provided that it is made clear that to the matter is time-sensitive and that to delay discussion of the matter would not be in the best interest of the *Board of Directors*. **A two-thirds vote would be required if other business is introduced.**
- (5) To be added to an agenda, a Notice of Motion requires a mover, seconder and an affirmative vote of the two-thirds *majority* of the *Board Members* of the *Board of Directors* present.

9. Debate

- (1) The *Board of Directors* shall observe the following procedures for discussion/debate on any matter coming before it:
 - (a) A *Board Member* shall be recognized by the *Chair* prior to speaking;
 - (b) Where two or more *Board Members* address the *Chair* to speak, the *Chair* shall designate the *Member* who has the floor, who shall be the *Board Member* who in the opinion of the *Chair* was first recognized;
 - (c) Before speaking every *Board Member* shall address the *Chair*, and all questions and points of discussion shall be directed through the *Chair*;
 - (d) Where a motion is presented, either orally or in writing, it shall be moved and seconded before debate;
 - (e) No *Board Member* shall speak at any time for more than three minutes without leave of the *Chair*;
 - (f) Any *Board Member* may ask a question of the previous speaker through the *Chair*;
 - (g) The *Board 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) 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 call the question, to adjourn, or to extend the hour of closing the proceedings;
 - (i) When a motion is under consideration, only one amendment is permitted at a time.

10. Matters of Precedence

- (1) The following matters shall have precedence over the usual order of business:

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- (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 (motion to call the question), which shall adhere to the following rules:
 - i. This motion requires a seconder.
 - ii. This motion cannot be discussed or debated. As soon as the *Chair* hears a seconder, the vote is immediately taken.
 - iii. It takes two-thirds majority of the present and voting *Board Members* in favor to cut off debate.
 - iv. If two-thirds of the group want to stop debate and vote, then the *Chair* immediately takes the vote on the pending motion – the motion that the group is considering at this time. No further discussion is allowed.
 - (f) a motion to adjourn.
- (2) On a point of order, the *Board Member* shall ask leave of the *Chair* to raise it and after leave is granted the *Board Member* shall state the point of order to the *Chair* and remain silent and seated until the *Chair* rules. No *Board Member* shall address the *Chair* on the point of order except for the purpose of appealing the *Chair's* ruling.
- (3) A motion to adjourn or call the question (put a question to the vote) shall be put to a vote immediately without debate, except that such vote shall not be taken:
- (a) while a *Board Member* is in possession of the floor or has previously indicated to the *Chair* the desire to speak on the matter; or
 - (b) after it has been decided to put a motion to the vote and that vote is not carried or completed.
- (4) The ruling of the *Chair* shall be final except where there is an appeal the *Members* shall decide without debate and such decision is final.

11. Board Members' Attendance

- (1) *Board Members* are expected to attend all meetings of the *Board of Directors* and, if applicable, of the Executive Committee. Failure to attend two consecutive meetings without a sufficient reason provided shall cause notice to the *Board Member* and *participating municipality*. Failure to attend three consecutive meetings without a sufficient reason will cause a formal request to reappoint.
- (2) The *Clerk* shall provide a listing of *Board Members'* attendance at scheduled meetings of the *Board of Directors* to the *participating municipalities* at least annually, such that the municipal treasurers may comply with the *Municipal Act*.
- (3) Upon a *Board Member's* vacancy due to death, incapacity or resignation occurring in any office of the *Board of Directors*, the *Board of Directors* shall request the *participating municipality* that was represented by that *Board Member* to appoint a replacement. In cases of incapacity or under a requirement of the *participating municipality*, a *Board Member* may take a temporary leave of absence and advise the *Chief Executive Officer* and *participating municipality* of the leave. The *Clerk* shall record this leave of absence in attendance of meetings until the leave is either ended or the *Board Member* is replaced by the *participating municipality*.

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- (4) If a *Board Member* is unable to attend a meeting and wishes to bring any additional information or opinion pertaining to an agenda item to the *Board of Directors*, the *Board Member* shall address in writing to the *Clerk* such correspondence a minimum of two hours prior to the start of the meeting. The correspondence shall be circulated by the *Clerk* to *Board Members* in attendance.

12. Electronic Participation

- (1) **Electronic participation in** meetings shall be permitted during any period of time. For further clarity, any hearing or appeal that is dealt with in this By-Law may be conducted as a hybrid meeting with provisions for applicants and their agents to participate if the Executive Committee decides to hold any such hearing or appeal as an **electronic or hybrid** meeting. All such meetings shall be open to the public unless the meeting is closed to the public pursuant to section C.4 of this By-Law. The Clerk, in consultation with the Chief Executive Officer, may direct that a Board of Directors, Executive Committee or advisory board meeting be conducted **electronically or as a hybrid meeting**, via a meeting platform as determined by the Clerk.
- (2) A Board Member shall be permitted to participate **by electronic means** in any Board of Directors, Executive Committee or advisory board meeting. **Any** Member participating by electronic means shall have the ability to:
- (a) register a vote;
 - (b) be counted towards determining quorum for both open and closed session; and
 - (c) participate in a meeting that is closed to the public.
- (3) The Board Member or advisory board member who wishes to participate by electronic means shall provide the Clerk a minimum of **48** hours' notice, or as much time that is practically required to ensure appropriate preparations for a hybrid meeting.
- (4) Members attending by electronic means that is closed to the public shall declare at the start of the closed session that they will maintain the confidentiality of the closed session through ensuring that they are alone and that any discussions cannot be overheard.
- (5) External stakeholders and the members of the public may participate by electronic means in any meeting. Those, wishing to participate in the meeting by electronic means shall provide the Clerk a minimum of **48** hours' notice, or as much time that is practically required to ensure appropriate preparations for a hybrid meeting.
- (6) Electronic meetings shall be conducted in accordance with the procedures established by the Clerk for facilitating electronic participation, which will ensure the adequate communications during the meeting and allow members of the public to hear and observe meetings open to the public.
- (7) All meetings of the Board of Directors and Executive Committee, and other meetings as directed by the Chair, will be webcast except in times of technological failure (e.g., Internet outage, system crash). Meeting recordings shall be made publicly available for later viewing. Failure to webcast or produce a recording does not call the meeting into question.

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13. Delegations

- (1) Any person or organization shall be permitted to speak to any item on the Board of Directors, Executive Committee, or advisory board agenda, either in-person or through electronic means. In a case when TRCA offices are closed to the public, written communications will be encouraged, however a delegation through electronic means is possible by contacting the Clerk.
- (2) Any person or organization who wishes to address the *Board of Directors* may make a request in writing by such means as designated by the *Clerk*. The request should include a brief statement of the issue or matter involved, the position to be taken, and indicate the name, title (if applicable) and contact information of the proposed speaker(s). If such request is received nine calendar days in advance of a scheduled meeting, the delegation shall be listed on the regular agenda and if received three calendar days in advance shall be listed on the added agenda. The cut-off time shall be 12:00 p.m. in each instance.
- (3) If any person or organization have missed the delegation submission deadline for the electronic meeting, they should contact the Clerk no later than 9:00 a.m. on the day of the meeting to have an opportunity to request consideration of their delegation. Due to technical considerations associated with the electronic meeting conduct any later request for consideration by the Board at the 930 a.m meeting will not be accommodated.
- (4) Any person or organization requesting an opportunity to address the *Board of Directors* but not having made a written request to do so in the timelines specified above, may appear before a meeting of the *Board of Directors* but will be heard only if such motion is made by a *Board Member* at the meeting and the motion passes by the *majority* in attendance. If such motion passes, the *Chair* may immediately rule that the hearing of the delegation would be unfair or prejudicial to *Board Members* or other persons not present because of lack of advance notice and that the hearing of the delegation be deferred to the next meeting and listed on that agenda. The *Chair's* ruling may be immediately appealed by proper motion and the ruling of the meeting shall then govern.
- (5) Delegations are limited to one meeting of either the *Board of Directors*, Executive Committee, or advisory board, except by approval of the *Chair* to be heard at an additional meeting(s). This may not be applied if there is a material change in the direction of recommendations related to the item. Further, delegations will be afforded the opportunity to speak at the meeting when the decision is being made, even if they were previously allowed to speak at another meeting.
- (6) Delegations shall confine their remarks to the matters on the agenda before the *Board of Directors*. Should the request for a delegation be in regard to a matter not currently before the *Board of Directors*, the *Chief Executive Officer* may defer hearing the matter until such time as it is before the *Board of Directors* or deem the delegation frivolous.
- (7) Except by leave of the *Chair*, each delegation shall be limited to not more than two speakers, with a total time allotment limited to five minutes, for each delegation. Leave for extension may be requested in advance through the *Clerk* or at the meeting.

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- (8) When a number of people are to appear representing one interest group, it is expected that the group be represented by a maximum of two spokespersons as indicated above and be allotted a total time of a maximum of five minutes, and/or submit written submissions.
- (9) When the *Chair* believes that a large number of delegations will request an opportunity to address the *Board of Directors* with respect to a particular matter or matters, the *Chair* may summon a special meeting of the *Board of Directors* to deal with the particular matter or matters.
- (10) If the number of delegations present wishing to address a particular matter or matters is such that the meeting will not be able to deal with its agenda properly, then, on proper motion, the particular matter or matters may be adjourned to a special meeting and, if the time, date and place of the special meeting is included in the motion, no further notice of such meeting will be required.
- (11) Delegations may submit written submissions for consideration at a meeting up to the start of any meeting on which they have been approved to speak.

14. Annual Meeting

- (1) One meeting of the *Board of Directors* in each year shall be designated as the Annual Board of Directors Meeting and may include the Election of *Officers* on the agenda as required, in addition to the normal course of business.

15. Voting

- (1) In accordance with Section 16 of the *Act*:
 - (a) each *Board Member*, including the *Chair*, is entitled to one vote; and
 - (b) a *majority* vote of the *Board Members* present at any meeting is required upon all matters coming before the meeting.
- (2) If any *Board Member* abstains from voting, they shall be deemed to have voted neither in favour nor opposed to the question.
- (3) If a vote results in a tie, the motion fails.
- (4) Interrelated motions shall be voted on in the order specified in Robert's Rules of Order.
- (5) Proxy voting shall not be permitted.
- (6) Unless a *Board 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, or a *Board Member* states immediately following the *Chair's* declaration of the results their disagreement with the *Chair's* declaration. Recorded votes shall be prohibited in Executive Committee except by ruling of the *Chair*.
- (7) If a *Board 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 *Board Member* present, as called by the *Clerk* in alphabetical order by surname, with the *Chair*

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voting last, except a *Board Member* who is disqualified from voting by any *Act*, shall announce their vote openly answering “yes” or “no” to the question, and the *Clerk* shall record each vote.

- (8) At the meeting of the *Board of Directors* at which the *Non-Matching Levy* is to be approved, the *Clerk* shall conduct the vote to approve the *Non-Matching Levy* by a *Weighted Majority* of the *Members* present and eligible to vote, in accordance with applicable Regulation.
- (9) Where a question under consideration contains more than one item, upon the request of any *Board Member*, a vote upon each item shall be taken separately.
- (10) No vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.
- (11) While the *Chair* is putting a question to the vote, all *Board Members* shall remain seated and not make any disturbance until the result is declared.

16. Motion to Reconsider

- (1) If a matter has been previously decided upon, it shall not be reconsidered by the *Board of Directors* within the next four (4) regular meetings after the meeting at which it was originally considered, without the consent of at least a two-thirds majority vote of the *Board Members* present.

17. Duties of the Meeting Chair

- (1) It shall be the duty of the *Chair*, with respect to any meetings over which they preside, to:
 - (a) Preserve order and decide all questions of order, subject to appeal, and without argument or comment, state the rule applicable to any point of order if called upon to do so;
 - (b) Ensure that the public in attendance does not in any way interfere or disrupt the proceedings of the *Board Members*;
 - (c) Receive and submit to a vote all motions presented by the *Board Members*, which do not contravene the rules of order or Regulations of the *Board of Directors*;
 - (d) Announce the results of the vote on any motions so presented;
 - (e) Adjourn the meeting when business is concluded.

18. Conduct of Board Members

- (1) *Board Members* shall maintain a high standard of conduct and at all times comply with applicable laws and the Code of Conduct for *Board Members* (Appendix 1).
- (2) No *Board Member* at any meeting of the *Board of Directors* shall:
 - (a) Speak in a manner that is discriminatory in nature based on an individual's race, religious beliefs, colour, gender, physical or mental disabilities, age, ancestry, place of origin, citizenship, creed, marital status, source or level of income, family status or sexual orientation;
 - (b) Leave their seat or make any disturbance while a vote is being taken or until the result is declared;
 - (c) Interrupt a speaker, except to raise a point of order or a question of privilege;

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- (d) Speak disrespectfully or use offensive words against *TRCA*, *Board Members*, *staff*, or any individual;
 - (e) Speak beyond the question(s) under debate, such that discussion shall be limited to the matters under the jurisdiction, rules and Regulations of *TRCA*;
 - (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.
- (3) The *Chair* shall preserve order and decide all questions of order.
- (4) The *Chair* shall have the power to eject an offending *Board Member* from a meeting and the *Board Member* shall not return to the meeting unless the remaining *Board Members* permit such return by resolution.
- (5) When a *Board Member* is speaking no other *Board Member* shall pass between the speaker and the *Chair* or interrupt the speaker except on a point of order.
- (6) Any *Board Member* may require a question or motion under debate to be read at any time except while another *Board Member* is speaking. Any *Board Member* may require a question or motion under debate to be displayed on screen at any time.

19. Minutes of Meetings

- (1) The *Chief Executive Officer* shall undertake to have a *Clerk* in attendance at meetings of the *Board of Directors* to act as the recording secretary. The *Clerk* shall make a record in the form of minutes of the meeting proceedings and in particular shall record all motions considered at the meeting.
- (2) Minutes of all meetings shall include the time and place of the meeting and a list of those *Board Members* present, including their arrival and departure times if between call to order and adjournment, and shall state all motions presented together with the mover and seconder and voting results.
- (3) Procedures for minutes of meetings closed to the public are outlined in Section C.4. of this By-law.
- (4) The minutes of the previous meeting shall be posted on the *TRCA* website as soon as they are approved by the *Chief Executive Officer* and within 30 days of the meeting, which shall constitute meeting the requirement of Section 15(2) of the *Act* to provide minutes of meetings to *Board Members* within 30 days after any meeting of the *Board of Directors*. The minutes are then ratified at the next regular meeting of the *Board of Directors*.
- (6) After the minutes have been approved by resolution, original copies may be signed by the *Chief Executive Officer* and *Chair*. All non-confidential minutes shall be available on *TRCA*'s website in perpetuity. Such minutes shall also be available for review by any member of the public at *TRCA*'s Head Office or provided in alternative formats in accordance with the *AODA*, if requested by interested parties.

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20. Recording of meetings

- (1)** Meetings that are not closed to the public may be televised, or otherwise recorded for the purpose of broadcasting to the public at large, upon approval of the Chair, and be made available to the public on the TRCA website.
- (2)** No persons shall use an electronic device as a recording device or to broadcast or otherwise publish or post audio, video or photographs of any meeting or part of a meeting. Electronic devices are permitted during an in-person, virtual, or hybrid meeting, provided that they are turned to silent or vibrate during the meeting and not used to record any aspect of the Board, Executive, or Committee meeting.
- (3)** Inability to record a meeting will not prohibit the meeting from commencing or continuing.

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D. Approval of *Board of Directors* Administrative By-law and Revocation of the Administration Regulation and Rules of Conduct

Administrative Regulation dated February 2, 1992 is hereby repealed;

Rules of Conduct dated June 24, 2016 is hereby repealed;

Board of Directors Administrative By-law v.1.0, dated September 26, 2018 is hereby repealed;

Board of Directors Administrative By-law v.2.0, dated October 25, 2019 is hereby repealed;

Board of Directors Administrative By-law v.3.0, dated April 24, 2020 is hereby repealed;

Board of Directors Administrative By-law v.4.0, dated September 25, 2020 is hereby repealed;

Board of Directors Administrative By-law v.5.0 shall come into force on the 29 day of January 2021.

Board of Directors Administrative By-law v.6.0 shall come into force on the 23 day of September, 2022.

1. Accountability

The *Chair*, *Chief Executive Officer* and *Clerk* are responsible for monitoring and maintaining compliance to the By-law and dealing with any non-compliance issues.

E. Appendices - Board of Directors

Appendix 1 - Code of Conduct for Board Members

The Code of Conduct for *Board Members* rules below governing the conduct of the *Board of Directors* shall also be observed in Executive Committee and advisory board meetings, as far as they are applicable, and the words Executive Committee or advisory board shall be substituted for the word Board of Directors as applicable.

1. Background

Toronto and Region Conservation Authority (TRCA) demands a high level of integrity and ethical conduct from its *Board Members*. *TRCA*'s reputation relies upon the good judgement of individual *Board Members*. A written code of conduct helps to ensure that all *Board Members* share a common basis for acceptable conduct. Formalized standards help to provide a reference guide and a supplement to legislative parameters within which *Board Members* must operate. Further, they enhance public confidence that *Board Members* operate from a base of integrity, justice and courtesy.

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

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

2. General

All *Board Members*, whether municipal councillors, a provincial appointee, or citizen representatives of a municipality, are expected to conduct themselves in a manner that reflects positively on *TRCA*.

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

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

- (a) upholds the purpose of the *Act*, mandate, vision, mission, rules and regulations of *TRCA*;
- (b) considers *TRCA*'s jurisdiction in its entirety, including their appointing municipality;
- (c) respects confidentiality;
- (d) approaches all *TRCA* issues with an open mind, with consideration for the organization as a whole;
- (e) while *Board Members* may have interests contrary to *TRCA* interests, when acting as *Board Members* they shall adhere to their fiduciary duty to consider *TRCA* interests and issues at hand above other interests and issues;
- (f) exercises the powers of a *Board Member* when acting in a *Board of Directors* meeting;
- (g) only represents the position of the *Board of Directors* at any time outside of *Board of Directors* meetings, and shall not present their individual opinion as a position of *TRCA*;
- (h) respects the democratic process and respects decisions of the *Board of Directors*;
- (i) declares any direct or indirect pecuniary interest or conflict of interest when one exists or may exist, as defined in the *Municipal Conflict of Interest Act*; and

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- (j) conducts oneself in a manner which reflects respect and professional courtesy and does not use offensive language in or against *TRCA*, *Board Members*, *staff* or any individual.

3. Gifts and Benefits

Board 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 *Board Members* shall be governed at all times by the provisions of the *Municipal Freedom of Information and Protection of Privacy Act (MFIPPA)*.

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

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

Board 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 *Board Member* vacates their position on the *Board of Directors*, they will continue to be bound by *MFIPPA* requirements.

Particular care should be exercised in protecting information, including but not limited to, the following:

- (a) Human Resources matters;
- (b) Matters relating to the legal affairs of *TRCA*;
- (c) Sources of complaints where the identity of the complainant is given in confidence;
- (d) Items under negotiation;
- (e) Information about suppliers provided for evaluation that might be useful to other suppliers;
- (f) Schedules of prices in tenders or requests for proposals;
- (g) Appraised or estimated values with respect to *TRCA*'s proposed property acquisitions or dispositions;
- (h) Information deemed to be "personal information" under *MFIPPA*.

All *Board Members* are expected to sign an oath of confidentiality upon assuming the office.

5. Use of TRCA Property

No *Board Member* shall use for personal purposes any *TRCA* property, equipment, supplies or services of consequence other than for purposes connected with the discharge of *TRCA* duties or associated community activities of which *TRCA* has been advised, or as allowable by *TRCA* policies, guidelines and fee schedules.

6. Work of a Political Nature

All *Board Members* must be familiar with and act in accordance to the Use of Resources During an Election policy and procedures (Attachment 1 to Code of Conduct for Board

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Members) as approved from time-to-time. No *Board Member* shall use *TRCA* resources or act in any manner contrary to said policy and procedures.

7. Conduct at Board of Directors Meetings

During meetings of the *Board of Directors*, *Board Members* shall conduct themselves with decorum. Respect for delegations, presenters, *staff* and for fellow *Board Members* requires that all *Board Members* show courtesy and not distract from the business of the *Board of Directors* at any time during meetings. *Board Members* should be familiar with Section C.18. – Conduct of Board Members, of the Board of Directors Administrative By-law.

8. Interactions with TRCA Staff

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

When a *Board Member* requires further information related to the items on the agenda or has a question related to the *TRCA* mandate, they may direct their inquiry to the *Chief Executive Officer* and or to the appropriate divisional Director with a copy to the *Chief Executive Officer*. *Board Members* shall direct all other correspondence through the *Clerk* and or the *Chief Executive Officer* or through both.

9. Apprehension of Bias

As decisions makers, no *Board Member* shall enter into discussions with any party outside of *TRCA* that may result in either a real or perceived bias of their position on matters that may come before staff and/or the *Board of Directors*.

Executive Committee Members may act as a decision-making tribunal in the form of Hearing Board on matters related to Regulations issued under the *Conservation Authorities Act*, and in particular Section 28 (1) (or section 28.1 when in force). Executive Committee Members shall not enter into discussions outside the Hearing on such matters that may result in either a real or perceived bias of their position on the matters under the Hearing, with the exception of the *TRCA* solicitor. The *Chair* of the Executive Committee may receive a briefing from *TRCA* staff on procedural matters prior to the Hearing Board convening.

Executive Committee and *Board of Directors Members* shall not enter into discussions on the merits of a *Planning Act* application and/or an appeal to the Local Planning Appeal Tribunal (formerly Ontario Municipal Board) that may be associated with a current or likely permit application under the Act, that may result in either a real or perceived bias of their position on the permit application. However, for clarity Board members can inquire on the status of the applications or appeals to understand the context of the permit application before them.

10. Media Inquiries

The *Chair* and the *Chief Executive Officer* or their assigned designates shall represent *TRCA* in media appearances and releases. Should a *Board Member* be approached by the media to provide comments, the *Board Member* shall direct the media to the *Chief Executive Officer* or their delegate.

11. Business Relations

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

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No *Member* shall act as a paid agent before the *Board of Directors*, except in compliance with the terms of the *Municipal Conflict of Interest Act*.

12. Encouragement of Respect for TRCA and its Regulations

Board Members shall represent *TRCA* in a respectful way and encourage public respect for *TRCA*.

13. Harassment

It is the policy of *TRCA* that all persons be treated fairly in the workplace in an environment free of workplace harassment, sexual harassment and discrimination. Harassment of another *Board Member*, *staff* or any member of the public is misconduct and shall not be tolerated. *Board Members* shall follow *TRCA's Workplace Violence, Harassment, and Discrimination Prevention* policy as approved from time-to-time. The policy applies to any activities on or off of *TRCA* premises which could reasonably be associated with *TRCA*.

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, citizenship, creed, marital status, source or level of income, family status or sexual orientation. *TRCA* 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*.

14. Breach of Code of Conduct

Any breach, or alleged breach, of the Code of Conduct for Board Members shall be investigated in accordance with Section B.16. - Enforcement of By-laws and Policies outlined in the *Board of Directors Administrative By-law*.

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Attachment 1 - Use of Resources During an Election Policy

1. PURPOSE

Toronto and Region Conservation Authority (TRCA, also known as the Authority) policy on "Use of Resources During an Election" provides a consistent approach and direction to *TRCA* employees on how *TRCA* resources can and cannot be used during municipal, school board, provincial and federal election campaigns or campaigns on a question on a ballot.

This policy and accompanying procedures establish guidelines on the appropriate use of resources during an election period, in order to:

- protect the interests of *Board Members*, candidates, *staff* and *TRCA*, and
- ensure accountable and transparent election practices.

2. BACKGROUND

TRCA employees may be approached by candidates to use *TRCA* resources for the purposes of campaigning. A clear policy is required to guide the action of *TRCA* employees and help determine which requests can be accommodated and which should be denied.

The *Municipal Elections Act, 1996, as amended*, specifies under Section 88.8(5) that "the Crown in the right of Canada or Ontario, a municipality, or local board" shall not make a contribution to a candidate. Contributions include, but are not limited to money, goods and services provided and accepted by or on behalf of a person for their election campaign. ~~specifies that a municipality or local board cannot make a contribution to a municipal election candidate (Section 70(4)). A "contribution" includes money, goods and services given to and accepted by or on behalf of a person for their election campaign (Section 66(1)).~~

Since a "contribution" may take the form of money, goods or services, any use of *TRCA*'s resources for an election campaign by any candidate, may be considered a contribution by *TRCA*. Where a candidate pays the regular rate for goods and services as any other individual, it is not considered a contribution. If a discounted rate or free goods and services were procured, that would be considered a contribution.

3. SCOPE

This policy and accompanying procedures apply to all *Board Members*, candidates in a municipal, school board, provincial and federal election, and *TRCA staff* during an election period.

4. ROLES AND RESPONSIBILITIES

Chief Executive Officer (CEO): Procedures and guidelines pursuant to the "Use of Resources During an Election" policy shall be developed to ensure audit implementation compliance. All issues with respect to this policy and associated procedures should be directed toward the *CEO*.

Senior Leadership Team: Staff members responsible for the application of this policy to *TRCA* resources, facilities and employees managed by their Divisions.

TRCA Employees: *TRCA* employees are responsible for understanding and applying this policy and for seeking clarification and advice if required.

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5. POLICY

TRCA strives to recognize the need to balance freedom of expression and assembly of candidates with responsibilities while ensuring there is no unfair advantage, promotion or contributions to any one candidate, party, registrant or supporter of a ballot question.

TRCA cannot make a contribution (including money, goods and/or services) to any candidate, political party, registrant or a supporter of a question on a ballot during an election.

TRCA resources cannot be used to promote one candidate, political party, registrant or a supporter of a question on a ballot during an election over another candidate, political party, registrant or a supporter of a question on a ballot during an election.

This policy is intended to enable continued public and media access to candidates or registrants for information and interviews. The policy distinguishes between unplanned media scrums or chance public encounters by candidates and the media, whether in-person or online, and actual planned media events or rallies.

The policy recognizes that *Board Members* are holders of their position until their successor is appointed and supports *Board Members* in continuing to fulfill their responsibilities as *Board Members*. In addition, it recognizes that *Board Members* have political interests outside of their duties on the *Board of Directors*. In this regard, the policy does not apply to *Board Members'* using their personal resources for their own political interests, subject to this use in no way referencing *TRCA* or their capacity as a *Board Member*. Use of personal resources in this manner shall not be endorsed by *TRCA*.

The policy recognizes that Members of Council are holders of their office until the end of their term and supports *Board Members* in continuing to fulfill their responsibilities as Members of Council.

The *TRCA Clerk* shall ensure the policy contained herein and associated procedures are reviewed on a regular basis (not to exceed three years) and remain relevant to the needs of *TRCA*, in accordance with legislative requirements and good business practices.

6. DEFINITIONS

"Board Member" means any individual appointed to the *Board of Directors of Toronto and Region Conservation Authority* by a participating member municipality.

"Campaigning" means any activity by or on behalf of a candidate, political party or question on a ballot meant to elicit support during the election period. Campaigning does not include the appearance of elected officials, other candidates or their supporters, or registrants at an event in their personal capacity without the display of any signage or graphic which identifies the individual as a candidate or registrant and without the solicitation of votes.

"Campaign Materials" means any materials used to solicit votes for a candidate(s) or question in an election including but not limited to literature, banners, posters, pictures, buttons, clothing or other paraphernalia. Campaign materials include materials in all media, for example, print, displays, electronic radio or television, online including websites or social media.

"Candidate" means any person who has filed and not withdrawn a nomination for an elected office at the municipal, school board, provincial or federal level in an election or by-election.

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"TRCA Resources" includes but is not limited to *TRCA* employees, *TRCA* events, *TRCA* facilities, *TRCA* funds, *TRCA* information and *TRCA* infrastructure. These are further defined as follows:

"TRCA employees" means for the purpose of this policy, *TRCA* employees, full time, part time and contract employees, as well as paid or unpaid interns and volunteers.

"TRCA events" means events funded or organized by *TRCA* or any Board Member, including events that may be jointly organized with community organizations and/or with external sponsors. *TRCA* events include but are not limited to: community meetings and consultations, parks, recreation or cultural facility openings or celebrations and other special events.

"TRCA facilities" means any facility or property which is owned or leased by *TRCA* and which is directly managed and operated by *TRCA* divisions or programs. *TRCA* facilities do not include public rights-of-way such as sidewalks, roads and boulevards and laneways.

"TRCA funds or monies" means funding support through *TRCA*'s annual operating or capital budgets, including but not limited to funds provided directly to *TRCA* programs and services, Board Members expenses and staffing budgets.

"TRCA information" means any information in the custody and control of *TRCA*, including databases that may be the repository of names, contact information, business records, financial information or other identifiers compiled and used by *TRCA* employees to conduct *TRCA* business. Examples of *TRCA* databases include but are not limited to: Contact Manager records, lists of event attendees, partners and *TRCA* tenants. Constituent information collected by *TRCA* Board Members are not under custody or control of *TRCA* and are not considered *TRCA* information for the purpose of this policy.

"TRCA infrastructure" means any physical or technology systems that support the operation of *TRCA* programs and services, including but not limited to *TRCA*'s fleet and marine vehicles, computer network, telecommunications and email system, wireless equipment, computer hardware, software and peripherals, internet and intranet. Excludes public right-of-way including sidewalks, roads, laneways and boulevards.

"Contribution" as defined in the *Municipal Elections Act, 1996*, as amended means "money, in-kind support, goods and services given to and accepted by or on behalf of a person for their election campaign".

"Election" means an election or by-election at the municipal, school board, provincial and federal level of government, or the submission of a question or by-law to the electors.

"Election Period" – for the purposes of *TRCA*, the election period is:

- For a municipal or school board election, the election period commences upon the close of Nominations and ends on voting day.
- For a provincial or federal election, the election period commences the day the writ for the election is issued and ends on voting day.
- For a by-election, the period commences when the by-election is called or upon the close of Nominations and ends on voting day.

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"Elected Official" means an individual elected to the House of Commons, the Legislative Assembly of Ontario, a municipal council or a school board.

"Glad-handing" means attending a *TRCA* event as a private individual and interacting with other event attendees without displaying signage or disseminating material which identifies the individual as a candidate and without encouraging votes for a candidate, a political party or a position on a question on a ballot.

"Media Event" means an event such as a press conference or photo opportunity to which the media is invited and the purpose of which is to promote a candidate, a political party or a position on a question on a ballot. Features of a media event can include but are not limited to, the issuing of a media advisory stating date, time and location of briefing/press conference, use of backdrops, podiums or public address systems, the distribution of media releases and/or media kits and/or the display of signage and/or other materials to promote a candidate or a position on a question on a ballot.

"Media Scrum" means an unplanned encounter between a candidate, a registrant, their staff and/or a member or members of the media.

"News/Social Media" means online technologies and practices used to share opinions, insights, experiences and perspectives through words, pictures, music, videos and audio. Social media can take many different forms, including but not limited to internet forums, web logs (blogs), social blogs, messaging, wikis, podcasts, pictures, video, music sharing, rating and bookmarking.

"Political Party" – Political parties for provincial and federal elections are those registered with the Ontario *Election Finances Act* in the registry of parties referred to in section 374 of the *Canada Elections Act*. Political party for municipal, school board or question on a ballot means an organization whose fundamental purposes is to participate in public affairs by endorsing one or more of its members as candidates and supporting their election, or to promote the acceptance of a certain position on a question on a ballot.

"Question on a Ballot" means any question or by-law submitted to the electors by Council, a school board, an elected local board, or the Minister of Municipal Affairs and Housing under the *Municipal Elections Act, 1996*.

"Third Party" means, in relation to an election in a municipality, an individual, corporation or trade union that is registered under section 88.6 under the *Municipal Elections Act, 1996*.

"Supporter" means a supporter of a yes or no response to a question on a ballot but not incurring expenses like a registrant.

"Voting Day" means the day on which the final vote is to be taken in an election.

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Use of TRCA Resources During an Election Procedures

1. Activities Allowable during an Election Period

- 1.1 *Board Members* may directly book normally permitted space in a *Toronto and Region Conservation Authority (TRCA)* facility at the approved rate identified in the fee schedule for public facilities and programming, and any other conditions normally imposed under such permit, shall apply.
- 1.2 All-candidate meetings can be held at *TRCA* facilities provided that all candidates for an office or all registrants are invited to attend such meetings. This clause is subject to all applicable *TRCA* policies and procedures.
- 1.3 Candidate, political party, third party or a supporter of a question on a ballot during an election are permitted to distribute campaign materials only in areas permitted as per Section 1.1 above, subject to the existing permitting policies and procedures for these facilities.
- 1.4 Informal media scrums are permitted in public or common areas at *TRCA* facilities provided that no apparatus, mechanism or device for the amplification of the human voice or any sounds is used, and that the activity is not disruptive to regular *TRCA* business in the vicinity. If the media scrum is disruptive, employees may ask the participants to find an alternative location. This clause is subject to all applicable *TRCA* policies and procedures.
- 1.5 A candidate, political party, third party or a supporter of a question on a ballot during an election is permitted to attend *TRCA* events, or events held at *TRCA* facilities, in either their capacity as an appointee to *TRCA*, an elected representative or as a private citizen to glad-hand with attendees and visitors, but may not solicit votes for themselves, a political party, third party or a supporter of a question on a ballot. No election signs may be posted, and no campaign materials may be disseminated at *TRCA* events. This clause is subject to all applicable *TRCA* policies and procedures.
- 1.6 Permits for generic election-related purposes, such as teaching members of the public how to become a candidate or the knowledge to organize an election campaign, can be issued for *TRCA* facilities as long as no one particular candidate, political party, third party or a supporter of a question on a ballot during an election is promoted or endorsed at the event.
- 1.7 Elected officials are permitted to attend *TRCA*-organized events or events held on *TRCA* property and act as ceremonial participants in their capacity as elected officials, including speaking at the event and partaking in ceremonial activities. Once the writ is issued for provincial or federal elections, MPPs and MPs are no longer elected officials and therefore should not be invited to attend *TRCA* events.
- 1.8 *TRCA* online information related to *Board Members* will continue to be accessible by the public.
- 1.9 *TRCA* databases already made available for public use may be used by candidate, political party, third party or a supporter of a question on a ballot during an election.
- 1.10 *TRCA* employees may work on a campaign or support a candidate outside of their work hours, as long as they abide by *HR-4.01-P Code of Conduct* policy.

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- 1.11 Information that is requested and/or provided by *TRCA* employees to one candidate, political party, third party or a supporter of a question on a ballot during an election shall be made available to all other candidate, political party, registrant or a supporter of a question on a ballot, at their request, either through posting of the information on the internet or through other mechanisms. The provision of information to a candidate, political party, registrant or a supporter of a question on a ballot during an election will be coordinated through the *Clerk*.
- 1.12 Requests by a candidate, political party, third party or a supporter of a question on a ballot for personal meetings with *TRCA* employees, and requests for tours of *TRCA* facilities may not always be accommodated due to resource and time constraints. If a meeting or a tour is organized for one candidate, political party, registrant or a supporter of a question on a ballot during an election, *TRCA* staff would need to commit to organizing a similar meeting or tour for all other candidates, political parties, registrants or supporters of a question on a ballot, at their request.
- 1.13 A file photo of a candidate with a logo in the background may be used in campaign material.

2. Activities Not Allowable during an Election Period

- 2.1 *TRCA* resources, including but not necessarily limited to monies, facilities, equipment, supplies, services or other *TRCA* resources, may not be used at anytime to support, endorse or otherwise provide an unfair advantage to any candidate, political party, third party or a supporter of a question on a ballot at any time, whether during an election period or not, except as described in sections 1.1 - 1.3.
- 2.2 *TRCA* monies may not be used to acquire any resources for any campaign or election related activities.
- 2.3 *TRCA* employees may not campaign or actively work in support of a municipal, school board, provincial or federal candidate, political party, third party or a supporter of a question on a ballot during an election during working hours but may during non-working hours as per *HR-4.01-P Code of Conduct*.
- 2.4 *TRCA* facilities and *TRCA* infrastructure cannot be used for any election-related purposes by candidate, political party, third party or a supporter of a question on a ballot, including for the display of any campaign-related signs in windows or on the facilities, as well as for any other form of campaigning on the facilities, including distribution of election-related material, except as described in sections 1.1 - 1.3.
- 2.5 For permits, licenses, leases, or any other agreement for the use of *TRCA* facilities for the promotion of a particular candidate, political party, third party or a supporter of a question on a ballot during an election, discounted rates shall not be provided.
- 2.6 Any candidate, political party, third party or a supporter of a question on a ballot during an election shall not distribute any campaign materials in *TRCA* facilities or at *TRCA* events, except as described in section 1.3 or during all-candidates meetings.
- 2.7 *TRCA* communications materials, whether for internal or for public distribution, must not be used to:

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- a. Profile (name or photograph), make reference to and/or identify any individual as a candidate in any election or a registrant in a question on a ballot.
- b. Advocate for or against a particular candidate, political party, third party or a supporter of a question on a ballot during an election.

Communications materials include but are not limited to: media releases, media advisories, invitations for special events, flyers, posters, banners, brochures and newsletters.

- 2.8 Websites or domain names that are funded by *TRCA* must not include any campaign materials, make reference to and/or identify any individual as a candidate, political party, registrant or a supporter of a question on a ballot during an election, or profile any slogan or symbol associated with a candidate, political party, registrant or a supporter of a question on a ballot during an election.
- 2.9 News/social media sites, blogs and other new media created and managed by *TRCA* employees must not make reference to and/or identify any individual as a candidate, political party, registrant or a supporter of a question on a ballot during an election.
- 2.10 Photographic or video materials which have been or may be created by *TRCA* employees or with *TRCA* resources must not be used in any campaign materials.
- 2.11 Any *TRCA* created and owned logo must not be placed specifically in any campaign materials, except as outlined in Section 1.13 above.
- 2.12 *TRCA* databases must not be used by any candidate, political party, third party or a supporter of a question on a ballot during an election, unless the database has already been released for public use as per section 1.9.
- 2.13 *TRCA* infrastructure cannot be used for any election purposes.
- 2.14 *TRCA* employees will not perform any service, offer any advice or provide any information solely for the use of one *Board Member*, candidate, political party, registrant or a supporter of a question on a ballot during an election.
- 2.15 All printing, high speed photocopying and distribution of materials, including stationery and business cards, will be discontinued for a *Board Member*, candidate, political party, registrant or a supporter of a question on a ballot during an election, unless authorized by the *Board of Directors*, except Agendas and Minutes of *Board of Directors*, committee and advisory board meetings are exempt from this provision. If a compelling corporate need arises during the election period, a *Board Member* who is a candidate may use corporate resources to advise or contact *TRCA* constituents, in keeping with the procedures contained herein, with the consent of the *TRCA Chief Executive Officer*.
- 2.16 On any material printed or distributed by *TRCA*, any *Board Member*, candidate, political party, third party or a supporter of a question on a ballot during an election are not permitted to: illustrate that a person is a candidate registered in an election; identify where a person will be running for office; or profile or refer to candidates during an election.

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- 2.17 Use of cell phones and PDA's that are funded by *TRCA* for any election-related campaign purpose is not permitted, unless *TRCA* is reimbursed.
- 2.18 Use of *TRCA*'s voice mail system to record election related messages, and the computer network and related IT systems (including *TRCA*'s email system) to distribute election related correspondence, is not permitted.

3. Restrictions related to Services Provided to Board Members during an Election Year

As *Board Members* may also be candidates in an election, after August 1 in the municipal or school board election year, or on the day the writ for election is issued for provincial or federal elections, *TRCA* employees will discontinue the following activities for *Board Members*. The same rule applies to all *Board of Directors Members*, irrespective of whether they are seeking election in the new term or not:

- 3.1 Advertising and other communications materials paid for by *TRCA* funds and distributed by *TRCA* will not reference the name of a *Board Member*.
- 3.2 Event signage, including banners and posters, will not reference the name of a *Board Member*.
- 3.3 Media releases issued by *TRCA* employees will not reference the name of a *Board Member*.

4. Audit Compliance

- 4.1 The *Clerk* is responsible for communication of this protocol to *Board Members*.
- 4.2 The *CEO*, Senior Leadership Team, Senior Management Team, Managers and Supervisors are responsible for communication of this protocol to their staff and to investigate reported contraventions to ensure that there is compliance. All reported contraventions are to be reported to the *Clerk* or designate.
- 4.3 *TRCA staff* shall consult with the *Clerk* prior to confirming a booking with a political client, to ensure the event booking is in compliance with the policy on Use of Resources During an Election.
- 4.3 *Board Members* and *TRCA staff* are accountable to comply with this protocol.

5. Limitation

- 5.1 Nothing in this policy shall preclude a *Board Member* from performing their job as a *Board Member*, nor inhibit them from representing the interests of the governing body who appointed them.

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Appendix 2 - Conflict of Interest for Board Members

The Conflict-of-Interest rules below governing the *Board of Directors* shall also be observed in Executive Committee and advisory board meetings, as far as they are applicable, and the words Executive Committee or advisory board shall be substituted for the words *Board of Directors* as applicable.

1. *Municipal Conflict of Interest Act*

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

2. *Disclosure of Pecuniary Interest*

Where a *Board Member* *or their family member, as defined in Section 1 of the Municipal Conflict of Interest Act*, either on their 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 *Board of Directors* at which the matter is the subject of consideration, the *Board Member* shall:

- (a) prior to any consideration of the matter at the meeting, disclose the pecuniary interest and the general nature thereof to the *Board of Directors*;
- (b) not take part in the discussion of, or vote on any question in respect of the matter; and,
- (c) not attempt in any way whether before, during or after the meeting to influence the voting on any such question.

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, the *Vice-Chair* shall chair that portion of the meeting. In the absence of the *Vice-Chair*, another *Board Member* shall be appointed by resolution to chair that portion of the meeting.

4. *Closed Meetings*

Where a meeting is not open to the public, a *Board 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. *Board Member Absent*

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

6. *Disclosure Recorded in Minutes*

The *Clerk* shall record in reasonable detail the particulars of any disclosure of conflict of interest or pecuniary interest made by *Board Members* and whether the *Board Member* withdrew from the discussion of the matter. Such record shall appear in the minutes of that particular meeting of the *Board of Directors*. The *Clerk* shall maintain a registry in which shall be kept:

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- (a) a copy of each disclosure filed with the *Clerk*;
- (b) a copy of each declaration recorded in the open or closed session minutes.

The registry shall be available for public inspection in the manner and during the time that *TRCA* may determine.

7. Breach of Conflict of Interest for Board Members

Should a *Board Member* breach the Conflict of Interest for Board Members, they shall advise the *Chair* and *Vice-Chair*, with a copy to the *Chief Executive Officer*, as soon as possible after the breach.

Should a *Board Member* of the *Board of Directors* allege that another *Board Member* has breached the Conflict of Interest for Board Members, the said breach shall be communicated to the *Chair*, with a copy to the *Chief Executive Officer*, in writing. In the absence of the *Chair*, or if a *Board Member* alleges that the *Chair* has breached the Conflict of Interest for Board Members, the said breach shall be communicated to the *Vice-Chair*, with a copy to the *Chief Executive Officer*, in writing, following completion of the meeting at which the alleged breach occurred. The *Chair* shall not entertain discussions of an alleged breach during a meeting.

Any breach, or alleged breach, of the Conflict of Interest for Board Members shall be investigated in accordance with the Section B.16. - Enforcement of By-laws and Policies outlined in the Board of Directors Administrative By-law.

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Appendix 3 - Procedures for Election of Officers

1. Voting

All votes shall be conducted in public session by open vote and shall be recorded. Only current *Board Members* who are present may vote; no *Board Member* may vote by proxy.

2. Acting Chair

The *Clerk* or designate shall be Acting *Chair* or Returning Officer, for the purpose of Election of Officers.

3. Scrutineer(s)

The appointment of two scrutineers, along with the Acting *Chair*, is required by motion for the purpose of counting the show of hands, should an election be required. The Acting *Chair* shall call a motion for the appointment of two persons, who are not *Board Members*, in addition to themselves, to act as scrutineers. A *Board Member*, who will not stand for election, may be appointed as an additional scrutineer if requested. Due to the open voting, a *TRCA staff* member may be appointed as scrutineer(s).

4. Election Procedures

The Acting *Chair* shall advise the *Board Members* that the election will be conducted in accordance with the *Conservation Authorities Act* and the *Board of Directors Administrative By-law* as follows:

- (a) The elections shall be conducted in the following order:
 - i. Election of the *Chair*, who shall be a *Board Member*;
 - ii. Election of the *Vice-Chair*, who shall be a *Board Member*;
 - iii. Election of the remaining *Members* of the Executive Committee, if required.
- (b) The Acting *Chair* shall ask for nominations to each position;
- (c) Nominations shall be called three times and will only require a mover;
- (d) Each *Board Member* nominated shall be asked to accept the nomination. The *Board Member* must be present to accept the nomination unless the *Board Member* has advised the *Chief Executive Officer* in writing in advance of the election of their willingness to accept the nomination.
- (e) The closing of nominations shall require both a mover and a seconder;
- (f) Once voting commences, the only motion permitted will be a motion to recess.

If one Nominee:

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

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Two Nominees only:

- (h) In the event of an election, each Nominee shall be permitted not more than three 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, the Acting *Chair* will list the names of all Nominees in alphabetical order of surnames and will conduct voting in that order. The Acting *Chair* will call for a vote on the first name, and *Board Members* will stand if they wish to vote for the Nominee. The Acting *Chair* will state the names of those standing and the Acting *Chair* and scrutineers will record the results.
- (j) There shall be one Nominee vote per *Board Member* per round of voting. A *Board Member's* first vote is deemed to be the *Board Member's* vote. If a *Board Member* votes a second time in the same round of voting, the Acting *Chair* shall advise the *Board Member* and the *Board Member's* vote shall not count. The exception is voting where multiple Nominees are to be elected for positions, as noted in Procedures (m) – (r) below.
- (k) The Acting *Chair* shall confer with the scrutineers, count the votes and declare the Nominee who receives a majority of votes as elected to the position.
- (l) If there is a tie vote, the Acting *Chair* shall declare a 10-minute recess to allow *Board Members* time to consider the matter, after which the vote shall be retaken. If the vote is again tied, the Acting *Chair* shall decide by lot the successful Nominee. The Acting *Chair* shall declare the person whose name is drawn as elected to the position.

Three or more Nominees:

- (m) First and successive votes:
 - i. The Nominee who receives a majority of votes is appointed by resolution to the position.
 - ii. If no Nominee receives a majority of votes, the Nominee with the least number of votes shall be excluded from subsequent voting and the *Board of Directors* shall proceed with the next round of voting.
 - iii. If there is a tie vote with respect to the Nominees receiving the least number of votes, the Acting *Chair* shall recess the meeting for a period of 10 minutes, after which the Acting *Chair* shall conduct another vote, and if there is still an equality of votes, then a lot shall be conducted until there is one name not drawn, and the name (or names) drawn shall go forward to the next round of voting, and the name not drawn shall be excluded from subsequent rounds of voting.
 - iv. When there are only two Nominees remaining, the procedure for Two Nominees only [procedures (h) – (l)] shall apply.

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Multiple Nominees to be elected:

- (n) If there are more Nominees than the number of available positions, the Acting *Chair* will list the names of all Nominees in alphabetical order of surnames and will conduct voting in that order. The Acting *Chair* will call for a vote on the first name and *Board Members* will stand if they wish to vote for the Nominee. The Acting *Chair* will state the names of those standing, and the Acting *Chair* and scrutineers will record the results.
- (o) Each *Board Member* may vote for a total number of nominees as positions available. A *Board Member's* first vote(s) for the available positions is deemed to be the *Board Member's* vote(s). If a *Board Member* votes more times than the number of positions available in the same round of voting, the Acting *Chair* shall advise the *Board Member* and these vote(s) shall not count.
- (p) The Nominee(s) who receive a majority of votes for the number of available positions are appointed by resolution to the positions.
- (q) If no Nominee receives a majority of votes for any of the positions remaining after those who have been elected as per clause (p) above, the Nominee with the least number of votes shall be excluded from subsequent voting and the *Board of Directors* shall proceed with the next round of voting if necessary.
- (r) If there is a tie vote with respect to the Nominees receiving the least number of votes, the Acting *Chair* shall recess the meeting for a period of 10 minutes, after which the Acting *Chair* shall conduct another vote, and if there is still an equality of votes, then a lot shall be conducted until there is one name not drawn, and the name (or names) drawn shall go forward to the next round of voting, and the name not drawn shall be excluded from subsequent rounds of voting.

The Acting *Chair* shall confer with the scrutineers and announce the results of the voting, naming the candidates and the number of votes cast for each candidate.

F. Appendices – Terms of Reference

Appendix 4 – Board of Directors Terms of Reference

Subject to the *Conservation Authorities Act* and other applicable legislation, the *Board of Directors* is a governance body empowered without restriction to exercise all of the powers of *TRCA* under the *Act*. In addition to the powers of a conservation authority under s.21 of the *Act* for the purposes of accomplishing its objects, as referenced in Section 1 of the By-law, the powers of the *Board of Directors*, include but are not limited to, the following. The administrative/operational powers of *TRCA*, including but not limited to the approval of those policies and procedures not specified herein, are delegated to the *Chief Executive Officer* or designate.

1. Oversight of TRCA

- 1.1. Setting the goals, strategies and vision of the organization.
- 1.2. Electing *Officers*, advising them and auditing their performance.
- 1.3. Safeguarding and approving changes in assets.
- 1.4. Approval of significant financial transactions as defined by *TRCA* policies and required reporting.
- 1.5. Delegating powers as permitted (i.e. signing, purchasing, investing, etc.).
- 1.6. Maintaining and adhering to the *Board of Directors* Administrative By-law.
- 1.7. Fulfilling fiduciary duties to the corporation, including ensuring adherence to all applicable legislation.
- 1.8. Direct staff to accomplish a Board directive or report back as required.

2. Staff and Legal

- 2.1. Appoint a *Chief Executive Officer (CEO)*, who shall act as a *Secretary-Treasurer* for the purposes of the *Act*. All hiring/termination must adhere to *TRCA* policies.
- 2.2. Terminate the services of the *Chief Executive Officer*.
- 2.3. Hearing of representations from staff or the *Chief Executive Officer* on any reported conflict of interest on the part of the *Chief Executive Officer*, as per the requirements of *TRCA's* Code of Conduct for staff.
- 2.4. Approve of the salary and wage schedules.
- 2.5. Instruct legal counsel on governance matters.

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3. Financial

- 3.1. Management of financial assets, including but not limited to, the ability to raise funds.
- 3.2. Approve the method of financing for any new capital projects, if external funding is required.
- 3.3. Approve details on budget allocations on any new or existing capital projects.
- 3.4. Approve by weighted vote *TRCA's* operating and capital budget (which inherently provides approval of the projects/programs to be funded) for the ensuing year and approve the non-matching levy to be paid by the *participating municipalities* subject to applicable regulations.
- 3.5. Receive and approve *TRCA's* Audited Financial Statements for the preceding year and any program requiring such documentation under provincial direction or through contract compliance.
- 3.6. Authorize the borrowing of funds on promissory note(s) of *TRCA* in accordance with subsection 3(5) of the *Act*.
- 3.7. Approval of remuneration and expense rates for *Board Members*, as applicable.
- 3.8. Receipt of procurement summary and senior staff expenses for the preceding year.

4. Contractual and Purchasing/Disposal

- 4.1. Approve any proposed acquisition, expropriation or disposition of land, and entering into contracts or agreements for the acquisition, expropriation or disposition of land subject to the requirements under the *Act*.
- 4.2. Enter into management agreements with municipal partners for maintenance and development of *TRCA*-owned lands, and approval of development requests under such management agreements.
- 4.3. Enter into contracts or agreements which are either necessarily incidental to a project approved pursuant to the *Act* or necessarily incidental to the works approved by the *Board of Directors*, in accordance with the specific monetary limits set by the *Board of Directors* and in accordance with the policies and procedures established by the *Board of Directors*.
- 4.4. Enter into agreements with municipalities where *TRCA* is situated in whole or in part within its area of jurisdiction, in respect of programs and services that *TRCA* will provide on behalf of the municipality, in accordance with the specific monetary limits set by the *Board of Directors* and in accordance with the policies and procedures established by the *Board of Directors*. *TRCA* must make such documents available to the public in such manner and reviewed at such intervals as may be determined in the agreements, as required in Section 21.1 of the *Conservation Authorities Act*.

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- 4.5. Enter into agreements with non-governmental organizations in accordance with the specific monetary limits set by the *Board of Directors* and in accordance with *TRCA's* policies and procedures.
- 4.6. Authorize the purchase of goods, equipment or services necessary for carrying on the work of *TRCA* within the approved *TRCA* budget in accordance with the specific monetary limits set by the *Board of Directors* and in accordance with *TRCA's* policies and procedures.
- 4.7. Authorize the disposal of *TRCA* assets in accordance with the specific monetary limits set by the *Board of Directors* and in accordance with *TRCA's* policies and procedures.

5. Policy Approval

- 5.1. Approve all governance related policies impacting any of the *Board of Directors* responsibilities, including, but not limited to, those listed in these terms of reference.
- 5.2. Approve policies that provide staff with benefits in excess of those provided by the *Employment Standards Act*.
- 5.3. Approve the Investment and Reserve policies.
- 5.4. In accordance with the *Act*, approve policies and regularly review such policies with respect to fees that *TRCA* may charge, which shall include the preparation, maintenance and approval of fee schedules and the manner in which such fees are determined for programs and services for *TRCA*, together with the circumstances in which a person may request that *TRCA* reconsider a fee that was charged to the person and the procedures applicable to the reconsideration, as per Section 21.2 of the *Act* and applicable Regulations.

6. General

- 6.1. Approve the minutes of a previous meeting of the Board of Directors. Receive minutes of advisory boards.
- 6.2. Approve the meeting schedule of the Board of Directors and Executive Committee annually for the upcoming meeting year.
- 6.3. Elect the Chair, Vice-Chair and the Executive Committee, and any other positions outlined in the Board of Directors Administrative By-law.
- 6.4. Approve Board Member representation on external committees.
- 6.5. Approve the creation of the Executive Committee and/or advisory boards, the members thereof and the terms of reference for the Executive Committee and/or advisory boards, and all matters relating to its governance.
- 6.6. Provide 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, through approval of the Board of Directors Administrative By-law or such similar document.

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- 6.7. Approval of TRCA organizational strategy documents including but not limited to TRCA's strategic plan; business plans; conservation park or area specific master plans; trail plans; asset management plans; asset management strategy and state of good repair reports; watershed or sub watershed plans and associated updates; and watershed report cards for TRCA's jurisdiction.
- 6.8. Approval of proposed staff comments for external purposes on, but not limited to: Acts; Regulations; Environmental Bill of Rights postings; municipality wide or larger scale official plans and amendments; special policies areas and or updates; municipal master plans; planning and environmental assessment processes; or other projects and programs as so directed by the *Chief Executive Officer*. In the case where the timeline for submission of comments does not allow time for Board Approval in advance of the submission deadline, the Board of Directors or Executive Committee shall approve comments in principle if timelines permit, based on verbal updates and or a presentation of preliminary comments by staff prior to submission and /or receive the information including the submitted comments after the fact.
- 6.9. Approval of branding of the organization and its distinct locations, programs and assets, including potential advertising for external organizations on TRCA locations and assets.
- 6.10. Hearing of representations from benefitting owners with regard to any aspect of the erosion control programs in accordance with procedures adopted by Authority Resolution #18/80. The hearing of representations from benefitting owners may occur at Executive Committee meetings if required due to timing constraints.
- 6.11. Receipt of summary of freedom of information requests responded to as per the Municipal Freedom of Information and Protection of Privacy Act.
- 6.12. Receipt of public complaints received in regard to TRCA and those received through TRCA's whistleblower hotline.
- 6.13. Responsibility for risk management, including, but not limited to, adherence to legislation, accommodation, human rights, accessibility, harassment and indemnification, and receipt of annual reporting on TRCA's risk management program.
- 6.14. The Board of Directors shall constitute itself as a separate entity named the Toronto and Region Source Protection Authority (TRSPA). Under the Clean Water Act, 2006 and its Regulations, TRCA has been designated as the lead source protection authority for the CTC Source Protection Region (Credit Valley-Toronto and Region-Central Lake Ontario conservation authorities) and therefore has additional powers delegated to the TRSPA.
- 6.15. All other such other matters as may be prescribed by regulation, policy or TRCA's Chief Executive Officer.

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7. Section 28(1) of the Act

- 7.1.** Delegate any of the Board of Directors' powers relating to the issuance or cancellation of permits under this Act or the regulations, to the Executive Committee or to any other person or body, subject to any limitations or requirements that may be prescribed by regulation.
- 7.2.** Delegate positive permit approvals to designated staff subject to any limitations or requirements that may be prescribed by regulation.
- 7.3.** Recommend to the Minister regulations for TRCA's jurisdiction.
- 7.4.** Delegate the Board of Directors' powers or duties relating to holding of hearings in relation to the permits to the Executive Committee, subject to any limitations or requirements that may be prescribed by regulation.

8. Frequency of Meetings

As per Section 15(1) of the Act, the Board of Directors shall hold at least one meeting before the 1st day of March and at least one meeting after the 1st day of July and such other meetings as it considers necessary to effectively conduct the affairs of TRCA. The schedule shall be:

- 8.1.** The Board of Directors shall meet at least six times per year.
- 8.2.** There shall be no scheduled meetings in the months of July and August to accommodate for summer vacation season.
- 8.3.** The meetings shall be held at such date, time and place, within a participating municipality, as the Board of Directors shall adopt each year.
- 8.4.** The Chair may call a special meeting of the Board of Directors as is necessary. Any Board Member, with majority support of the other Board Members, may also request the Chair to call a meeting of the Board of Directors and the Chair shall not refuse. Such special meeting shall be called on seven days' notice, in writing. That notice shall state the business of the special meeting and only that business shall be considered at that special meeting.

9. Membership

Sections 2(2) and 14 of the *Act* set out the membership of the Board of Directors.

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Appendix 5 – Executive Committee Terms of Reference

As per Sections B.10 and B.11 of the By-law, the *Board of Directors* shall approve the terms of reference for advisory boards and committees, which shall include the role, the frequency of meetings and the number of members required.

The *Board of Directors* may delegate to the Executive Committee any of its powers except the following, as per Section 19.1 (1)(d) of the *Act*:

- i. The termination of the services of the *Chief Executive Officer*,
- 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 *Board of Directors*.

The *Board of Directors* delegates the following powers to the Executive Committee and reserves the right to delegate any other such powers as the *Board of Directors* determines appropriate, such that it is in keeping with the Board of Directors Administrative By-law and the *Conservation Authorities Act*.

Should the timing be such that staff is unable to report to the Executive Committee on the following matters, staff may report to the *Board of Directors* instead, with the exception of Section 28 and Hearing Board matters, covered under Section 5 below.

1. Contractual and Purchasing/Disposal

- 1.1. To award and enter into contracts or agreements which are not for the acquisition or disposition of land but which are either necessarily incidental to a project approved pursuant to the *Act* or necessarily incidental to the works approved by the *Board of Directors*, in accordance with the specific monetary limits set by the *Board of Directors* and in accordance with *TRCA's* policies and procedures.
- 1.2. Review and make recommendations to the *Board of Directors* on: any proposed acquisition, expropriation or disposition of land, and entering into contracts or agreements for the acquisition, expropriation or disposition of land subject to the requirements under the *Act*.
- 1.3. Review and make recommendation to the *Board of Directors* on any requests for disposal of *TRCA*-owned land.
- 1.4. Authorize the purchase of goods, equipment or services necessary for carrying on the work of *TRCA* within the approved *TRCA* budget in accordance with the specific monetary limits set by the *Board of Directors* and in accordance with *TRCA's* policies and procedures.
- 1.5. Authorize the disposal of *TRCA* assets in accordance with the specific monetary limits set by the *Board of Directors* and in accordance with *TRCA's* policies and procedures.
- 1.6. Termination of agricultural leases as designated in the *TRCA's* policies.

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2. Staff and Legal

- 2.1. Authorize *TRCA* participation in Local Planning Appeal Tribunals and other tribunals on planning and development matters, and receipt of updates on activities from such tribunals.
- 2.2. Direct the staff of *TRCA* to accomplish an Executive Committee directive or report back as required.
- 2.3. Enforce adherence to the *TRCA* Board of Directors Administrative By-law and applicable Policies and determine the appropriate response to the Formal Complaint Procedure.

3. Financial

- 3.1. Review and make recommendations to the *Board of Directors* on the investment and reserve policies.
- 3.2. Review and make recommendations to the *Board of Directors* on all matters relating to preliminary estimates, budget, financial statements and related matters, including but not limited to:
 - 3.2.1. preliminary estimates;
 - 3.2.2. budget guidelines;
 - 3.2.3. annual and multi-year business plans;
 - 3.2.4. banking;
 - 3.2.5. audited financial statements from the preceding year;
 - 3.2.6. financial progress and expenditure reports;
 - 3.2.7. financial policy and procedural documents relating to, but not limited to, the above.
- 3.3. Perform the functions of an audit committee;
- 3.4. Approval for disposition of surplus project funds when a project is completed and *TRCA* is unable to make contact with the donor/grantor for approval to redistribute.
- 3.5. Approval to write-off receivables and other approval requirements of the Accounts *CS-3.32-P Overdue Accounts and Bad Debt* Expense policy, in accordance with specific dollar limits set by the *Board of Directors*.
- 3.6. Approval of annual report regarding Senior Leadership Team travel expenses in accordance with the specific monetary limits and travel expenses policy(s) and procedures set by the *Chief Executive Officer*.

4. General

- 4.1. Approve the minutes of a previous meeting of the Executive Committee.
- 4.2. Exercise such additional powers, excluding those powers set out in Section B.1.c) of the By-law and noted above in the Terms of Reference, as may be assigned to it by the *Board of Directors*, provided that a report be given to the Board of Directors for receipt at the first meeting of the *Board of Directors* thereafter.

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- 4.3. The Executive Committee may appoint sub-committees from among the *Board Members* to study, consider and report back to the Executive Committee on any subject over which the Executive Committee has jurisdiction.
- 4.4. Hearing of representations from benefitting owners with regard to any aspect of the erosion control programs in accordance with procedures adopted by Authority Resolution #18/80. May occur at *Board of Directors* meetings if required due to timing constraints.
- 4.5. Recommend and report to the *Board of Directors* on all matters not within the jurisdiction of an advisory board or which may be assigned to it by the *Board of Directors*.
- 4.6. All other such other matters as may be prescribed by regulation, policy or *TRCA's Chief Executive Officer*.

5. Section 28(1)

- 5.1. **Consideration of and decisions on requested** permit approvals subject to any limitations or requirements that may be prescribed by regulation.
- 5.2. Appointment of Enforcement Officers for the purposes of ensuring compliance with the *Act* and the regulations.
- 5.3. Review and recommend to the *Board of Directors* regulations for the *TRCA* jurisdiction.
- 5.4. Act as a Hearing Board, subject to any limitations or requirements that may be prescribed by regulation or other law. *TRCA* shall use the Ministry of Natural Resources and Forestry/Conservation Ontario Hearing Guidelines (October 2005, Amended 2018) as outlined in Attachment 1 to the Executive Committee Terms of Reference, as a guideline for conducting hearings.

6. Frequency of Meetings

The meeting schedule of the Executive Committee shall be approved annually by the *Board of Directors* for the upcoming year. The Committee shall meet at a minimum of six times per year.

There shall be no regularly meetings in the months of July, August and December to accommodate for summer vacations and holiday season. The Director, Development and Engineering Services shall be delegated the approval of all major development and infrastructure permits within the *TRCA's* regulatory jurisdiction and report back to the Board at the next regularly scheduled meeting.

The Committee may act as a Hearing Board as noted in Section 5.4., and in this capacity shall meet as required.

7. Membership

- 7.1. the *Chair* of the *Board of Directors* (elected biennially);
- 7.2. the *Vice-Chair* of the *Board of Directors* (elected biennially);

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- 7.3.** two *Board Members* appointed by the Region of Durham, who may or may not be the *Chair* and/or *Vice-Chair* of the *Board of Directors*;
- 7.4.** two *Board Members* appointed by the Region of Peel, who may or may not be the *Chair* and/or *Vice-Chair* of the *Board of Directors*;
- 7.5.** two *Board Members* appointed by the Region of York, who may or may not be the *Chair* and/or *Vice-Chair* of the *Board of Directors*;
- 7.6.** six *Board Members* appointed by The City of Toronto, who may or may not be the *Chair* and/or *Vice-Chair* of the *Board of Directors*.

If the *Board Member* appointed by the Township of Adjala/Tosorontio and Town of Mono is elected or appointed as *Chair* or *Vice-Chair* of the *Board of Directors* then such *Board Member* shall be a member of the Executive Committee in addition to those members set out in paragraphs 7.1 – 7.6, inclusive, resulting in a 13 Member Executive Committee.