



## BOARD OF DIRECTORS

Thursday, July 17, 2025

Ausable Bayfield Conservation Authority Administration Centre  
Morrison Dam Conservation Area

10:00 a.m.

### AGENDA

1. Chair's Welcome and Call to Order
2. Land Acknowledgement Statement
3. Adoption of Agenda
4. Disclosure of Pecuniary Interest
5. Disclosure of intention to record this meeting by video and/or audio device
6. Approval of Minutes from June 19, 2025
7. Business Out of the Minutes
8. **Presentation** – *South Huron Trails 2025 Propulso Data* - Rick Sickinger, Huron County
9. **Program Reports**
  - Report 1: (a) Development Review (O Reg 41/24) – Andrew Bicknell
  - (b) Violations/Appeals Update – Andrew Bicknell
  - Report 2: Draft ABCA Administration Regulations By-Laws – Davin Heinbuck
  - Report 3: 2<sup>nd</sup> Quarter Profit and Loss Statement – Tina Crown/Brian Horner
10. Committee Reports
11. **Correspondence**
12. New Business
13. **Committee of the Whole** - *property matter*
14. Adjournment

### Upcoming Meetings and Events

August 21, 2025

Watershed Tour for Directors

September 18, 2025

Board of Directors Meeting – 10:00 a.m.

## BOARD OF DIRECTORS MEETING

Thursday, June 19, 2025

Ausable Bayfield Conservation Authority Boardroom  
Morrison Dam Conservation Area

### DIRECTORS PRESENT

Ray Chartrand, Adrian Cornelissen, Joey Groot, Steve Herold, Jaden Hodgins, Dave Jewitt, Wayne Shipley, Marissa Vaughan

### DIRECTORS ABSENT

David Marsh

### STAFF PRESENT

Andrew Bicknell, Geoff Cade, Tina Crown, Millie Ghorbankhani, Abbie Gutteridge, Davin Heinbuck, Brian Horner, Jaden Schoelier, Nathan Schoelier, Angela Van Niekerk, Ellen Westelaken

### CALL TO ORDER

Chair Ray Chartrand called the meeting to order at 10:30 a.m., welcomed everyone in attendance, and read the Land Acknowledgement Statement.

### ADOPTION OF AGENDA

#### **MOTION #BD 41/25**

**Moved Wayne Shipley  
Seconded by Jaden Hodgins**

**“RESOLVED, THAT the agenda for the June 19, 2025 Board of Directors Meeting be approved.”**

**Carried.**

### DISCLOSURE OF PECUNIARY INTEREST

There were no disclosures of pecuniary interest at this meeting or from the previous meeting.

### DISCLOSURE OF INTENTION TO RECORD

None.

### ADOPTION OF MINUTES

**MOTION #BD 42/25**

**Moved by Steve Herold  
Seconded by Jaden Hodgins**

**“RESOLVED, THAT the minutes of the Board of Directors meeting held on May 15, 2025, and the motions therein be approved as amended.”**

**Carried.**

**BUSINESS OUT OF THE MINUTES****OMERS Updated Resolution**

Davin Heinbuck reported that, while the Board of Directors passed a motion at the May 15, 2025 meeting to join OMERS, an updated resolution was provided by OMERS, which needs to be approved to authorize ABCA’s participation in the OMERS Primary Pension Plan and the Retirement Compensation Arrangement for the Primary Plan. The proposed effective date is September 7, 2025, which will allow staff to take it into consideration in the 2026 budget preparation process, and give staff time to make the decision on whether to join OMERS or remain with the current RRSP.

**MOTION #BD 43/25**

**Moved by Marissa Vaughan  
Seconded by Wayne Shipley**

**A Resolution to authorize participation in the OMERS Primary Pension Plan (“Primary Plan”) and the Retirement Compensation Arrangement for the OMERS Primary Pension Plan (“RCA”), each as amended from time to time, of the employees of Ausable Bayfield Conservation Authority (“Employer”) identified herein.**

**WHEREAS the Employer is eligible to participate in the Primary Plan and the RCA in accordance with subsection 5(1) of the *Ontario Municipal Employees Retirement System Act, 2006*, as amended from time to time (“OMERS Act, 2006”), in respect of its eligible employees and wishes to do so in accordance with the applicable Primary Plan and RCA documents and applicable legislation;**

**AND WHEREAS pursuant to subsection 6(1) of the Primary Plan, an employer who is eligible under the OMERS Act, 2006 to participate in the Primary Plan and the RCA may, by by-law or resolution, participate in the Primary Plan and the RCA and pay to the funds for the Primary Plan and the RCA the total of the employer and member contributions required by the Primary Plan, and has all of the powers necessary and incidental thereto;**

**AND WHEREAS the Employer wishes to participate in the Primary Plan and the RCA in respect of its eligible employees in accordance with the terms of the Primary Plan, RCA, and applicable legislation, each as amended from time to time;**

**THEREFORE, BE IT RESOLVED THAT, effective September 7, 2025 (“Effective Date”), or as otherwise indicated, the Board enacts as follows:**

1. The Employer shall participate in the Primary Plan and the RCA in accordance with the terms of the Primary Plan, RCA, and the applicable legislation, each as amended from time to time.
2. As of the Effective Date, the Employer shall participate in the Primary Plan and the RCA in respect of each person who is employed by the Employer and who is eligible to be a member of the Primary Plan and the RCA under subsection 5(3) of the OMERS Act, 2006 ("Employee"), in accordance with the terms of the Primary Plan, RCA, and applicable legislation, each as amended from time to time.
3. An Employee who is employed on a continuous full-time basis, as defined in subsection 9(1) of the Primary Plan, as amended from time to time ("CFT Employee"), and who commenced employment with the Employer as a CFT Employee before the Effective Date is entitled to become a member of the Primary Plan and the RCA on the first day of the month following the month in which the CFT Employee's application is received by the OMERS Administration Corporation ("AC"), provided that the AC may, at the request of the Employer, fix an earlier date on which the CFT Employee becomes a member but not before the date on which the CFT Employee became entitled to be a member or the first day of January in the year in which the application is received by the AC, whichever is the later date.
4. Every person who becomes a CFT Employee on or after the Effective Date shall, as a condition of employment, become a member of the Primary Plan and the RCA, or if such person is already a member, resume contributions to the Primary Plan and the RCA on the date so employed.
5. An Employee who is employed on other than a continuous full-time basis ("OTCFT Employee") and meets the eligibility criteria in subsection 9(6) of the Primary Plan, as amended from time to time, is entitled to become a member of the Primary Plan and the RCA in accordance with the terms of the Primary Plan, as amended from time to time.
6. Any person who holds a senior management position with the Employer, as the Employer may designate from time to time ("Senior Management Official"), is hereby authorized on behalf of the Employer to take all such action and execute all such documents, certificates and agreements, as they may consider necessary to give effect to the provisions of this Resolution and to fulfill the Employer's duties and obligations with respect to the Primary Plan and the RCA. The Employer further authorizes the Financial Services Supervisor and/or the Financial Services Coordinator to submit forthwith a certified copy of this Resolution to the AC.

Carried.

## PROGRAM REPORTS

### 1. (a) Development Review

Andrew Bicknell, Senior Regulations Coordinator, introduced two new staff to the ABCA Planning and Regulations Department, Jaden Schoelier and Millie Ghorbankhani. He also presented the Development Review report pursuant to Ontario Regulation 41/24 *Prohibited Activities, Exemptions and Permits*. Through the application process, proposed developments within regulated areas are protected from flooding and erosion hazards. Staff granted permission for 5 *Applications for Permission* and 8 *Minor Works Applications*.

### (b) Violation/Appeals Update

Geoff Cade, Water and Planning Manager, updated the Board of Directors regarding a new violation in Lambton Shores along the Ausable River downstream of Highway 21. ABCA staff were notified by Lambton Shores staff of a landowner who had built a two story bunkie to rent as an Airbnb, but who also dredged a section of the river, built a bridge to ABCA property, and appears to have built docks on ABCA property. Staff understand that Lambton Shores will be ordering the removal of the bunkie structure; however, ABCA and municipal staff are meeting to determine the best way to handle these violations.

### **MOTION #BD 44/25**

**Moved by Wayne Shipley  
Seconded by Jaden Hodgins**

**“RESOLVED, THAT the Board of Directors affirm the approval of applications as presented in Program Report # 1 – a) Development Review and receive the verbal Violations and Appeals update as presented.”**

**Carried.**

### 2. Conservation Area Playgrounds

Nathan Schoelier, Stewardship and Conservation Lands Manager, reported that ABCA’s insurer, Marsh Canada Limited, recommended that the playgrounds at Rock Glen Conservation Area (2 playgrounds) and Clinton Conservation Area be inspected annually by a certified playground inspector. In spring 2025, Spencer Lewis of Playchek Services Incorporated inspected the three playground structures owned by ABCA. The playground equipment at Rock Glen Conservation Area is in good shape, and the inspector noted some minor maintenance tasks to ensure compliance with the standards. However, the inspector identified several deficiencies with the playground structure at Clinton Conservation Area, including deteriorating condition of material, and insufficient specifications for clearances, such as within the swing set. Complete removal of the structure was recommended.

ABCA staff will be onsite to replace privy washrooms at Clinton Conservation Area later this summer and will remove the playground structure and swing set at that time. Staff will consider options for the replacement of these structures, and for the interim will investigate cost-friendly, passive

outdoor activities. The replacement of the playground may provide and opportunities for ABCA to partner with community groups and local organizations to enhance the space for the community. Directors provided Nathan with contacts at Central Huron, who may be able to help with the provision of community support for the replacement of the equipment.

**MOTION #BD 45/25****Moved by Joey Groot****Seconded by Adrian Cornelissen**

**“RESOLVED, THAT the Ausable Bayfield Conservation Authority Board of Directors approves the removal of the playground structure and swing set at Clinton Conservation Area in 2025, and**

**“FURTHER, THAT the Ausable Bayfield Conservation Authority Board of Directors identifies the replacement of the Clinton Conservation Area playground space as a priority for the Clinton Conservation Area and approves staff to seek funding opportunities and partners to collaborate with to enhance the playground area.”**

**Carried.****3. Stewardship Funding Update**

Angela Van Niekerk, Wetlands Specialist, provided the Board of Directors with an update on stewardship projects funded through the Canada Nature Fund. This funding is specifically for the Ausable River Watershed to improve freshwater habitat for species-at-risk. Funding totaled \$330,000 for the 2024-2025 project year. In total, 98 projects were approved, including 11 wetlands, 24 fragile land retirement projects (tree planting), 3 sediment and nutrient reduction activities, and 60 cover crop projects. A full listing of these projects can be found in the accompanying report from staff.

**MOTION #BD 46/25****Moved by Wayne Shipley****Seconded by Jaden Hodgins**

**“RESOLVED, THAT the Ausable Bayfield Conservation Authority Board of Directors receives the report Stewardship funding update for information as presented.”**

**Carried.****GENERAL MANAGER’S REPORT**

Davin Heinbuck, General Manager/Secretary-Treasurer, provided a report with a brief update on the progress of various projects, staff training, upcoming meetings and events, and general activities of ABCA staff.

**MOTION #BD 47/25****Moved by Joey Groot****Seconded by Marissa Vaughan**

**“RESOLVED, THAT the Ausable Bayfield Conservation Authority Board of Directors receive the General Manager’s Report for information as presented.”**

**Carried.**

#### COMMITTEE REPORTS

##### **MOTION # BD 48/25**

**Moved by Dave Jewitt  
Seconded by Steve Herold**

**“RESOLVED, THAT the minutes of the Arkona Lions Museum Management Committee held on May 5, 2025, and the minutes of the Ausable Bayfield Conservation Foundation meeting held on May 29, 2025 and the motions therein be approved as circulated.”**

**Carried.**

#### CORRESPONDENCE

- a) Reference: Sustainable Huron Action Plan  
File: A.5.1

Brief: The County of Huron worked with a number of stakeholders, including Nathan Schoelier from ABCA, to look at sustainable actions surrounding climate change, the economy, energy and housing. ABCA is listed as a partner or lead for several of the action items listed.

#### NEW BUSINESS

1. Davin Heinbuck, reminded Board members that a tour is being planned for local MPPs that is focusing on Drainage Innovations. There are as many as seven MPPs who are interested in attending, and while a date is still to be determined, it is hoped that it will occur prior to Labour Day.
2. Adrian Cornelissen reported that ABCA will be receiving a letter of support from the Municipality of North Middlesex, regarding the possible acquisition of Scouts properties that might become available for purchase.
3. Joey Groot noted that ABCA might want to look into the carbon footprint of the Administration Centre and determine if there are any areas for improvement, such as changing the lighting. He commented that there are some grants currently available to help with energy saving initiatives. Davin thanked Joey for the suggestion and noted that when the renovations occurred in the workshop this spring, the lighting was upgraded to more energy efficient options.

4. Chair Chartrand reminded the Board that the next Conservation Ontario Council meeting is on Monday June 23, 2025 and that he and Adrian would attend via Zoom.

COMMITTEE OF THE WHOLE

None.

ADJOURNMENT

The meeting was adjourned at 11:29 a.m.

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Ray Chartrand  
Chair

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Abigail Gutteridge  
Secretary

*Copies of program reports are available upon request.  
Contact Abigail Gutteridge, Corporate Services Coordinator*



# ABCA Program Report

**To:** Board of Directors  
**Date:** July 17, 2025  
**From:** Andrew Bicknell, Manager of Water and Planning  
**Subject:** Applications for Permission  
Ontario Regulation 41/24 – Prohibited Activities, Exemptions and Permits

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## Recommendation:

THAT the Ausable Bayfield Conservation Authority Board of Directors affirm the approval of the permits issued by ABCA staff as outlined in the *Applications for Permission* Program Report.

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The following *Applications for Permission* have been issued by staff since the last Board of Directors Meeting.

\*A Coastal Assessment was provided as part of the application

\*\*Work commenced without a permit

## Major Permits

- (1) PERMIT # 2024-20A  
NAME: Tridon Properties Ltd.  
ADDRESS: Bluewater Highway 21, north of Grand Bend  
MUNICIPALITY: South Huron  
PERMISSION TO: Renew permit for Sanitary Trunk Sewer upgrade and associated works.  
COMPLETED APPLICATION RECEIVED ON DATE: June 5, 2025  
PERMISSION GRANTED BY STAFF DATE: June 5, 2025  
NUMBER OF BUSINESS DAYS TO REVIEW: 1  
STAFF NAME: Jaden Schoelier
- (2) PERMIT # 2025-27  
NAME: Willy Toonen  
ADDRESS: 2894 West Corner Drive  
MUNICIPALITY: North Middlesex (McGillivray)  
PERMISSION TO: construct an agricultural storage structure and associated work  
COMPLETED APPLICATION RECEIVED ON DATE: June 25, 2025

PERMISSION GRANTED BY STAFF DATE:	June 26, 2025
NUMBER OF BUSINESS DAYS TO REVIEW:	1
STAFF NAME:	Ellen Westelaken

(3) PERMIT # 2025-23  
NAME: Jeff Leal  
ADDRESS: 7596 Biddulph Street  
MUNICIPALITY: Lambton Shores  
PERMISSION TO: Install armor stone retaining wall with rip rap apron and associated work  
COMPLETED APPLICATION RECEIVED ON DATE: June 5, 2025  
PERMISSION GRANTED BY STAFF DATE: June 6, 2025  
NUMBER OF BUSINESS DAYS TO REVIEW: 1  
STAFF NAME: Geoff Cade

(4) PERMIT # 2025-22  
NAME: Salvatore Reali  
ADDRESS: 7486 Clarke Dr., Port Franks  
MUNICIPALITY: Lambton Shores  
PERMISSION TO: construct an accessory structure (garage) in a regulated area  
COMPLETED APPLICATION RECEIVED ON DATE: May 5, 2025  
PERMISSION GRANTED BY STAFF DATE: June 4, 2025  
NUMBER OF BUSINESS DAYS TO REVIEW: 23  
STAFF NAME: Ellen Westelaken

(5) PERMIT # 2025-20  
NAME: Houston Heights Beach Association  
ADDRESS: Lot 8, Con. LRW, former Stanley Twp.  
MUNICIPALITY: Bluewater  
PERMISSION TO: replace a culvert structure in a regulated area  
COMPLETED APPLICATION RECEIVED ON DATE: April 24, 2025  
PERMISSION GRANTED BY STAFF DATE: May 21, 2024  
NUMBER OF BUSINESS DAYS TO REVIEW: 19  
STAFF NAME: Andrew Bicknell

(6) PERMIT # 2025-24  
NAME: Kendal and Curtis Schlosser  
ADDRESS: 76204 Division Line, Seaforth  
MUNICIPALITY: Huron East  
PERMISSION TO: construct an accessory structure in a regulated area  
COMPLETED APPLICATION RECEIVED ON DATE: May 22, 2025  
PERMISSION GRANTED BY STAFF DATE: June 11, 2025  
NUMBER OF BUSINESS DAYS TO REVIEW: 14  
STAFF NAME: Andrew Bicknell

## Minor Permits

(1) PERMIT # MW2025-39A-B  
NAME: Eastlink (c/o Nigel Herrit)  
ADDRESS: Two locations  
MUNICIPALITY: Lambton Shores  
PERMISSION TO: Fiber Optics Installation  
COMPLETED APPLICATION RECEIVED ON DATE: May 30, 2025  
PERMISSION GRANTED BY STAFF DATE: June 2, 2025  
NUMBER OF BUSINESS DAYS TO REVIEW: 2  
STAFF NAME: Ellen Westelaken

(2) PERMIT # MW2025-40  
NAME: Eastlink (c/o Nigel Herrit)  
ADDRESS: Quaker Road, Warwick  
MUNICIPALITY: Lambton Shores  
PERMISSION TO: Fiber Optics Installation  
COMPLETED APPLICATION RECEIVED ON DATE: June 2, 2025  
PERMISSION GRANTED BY STAFF DATE: June 4, 2025  
NUMBER OF BUSINESS DAYS TO REVIEW: 2  
STAFF NAME: Ellen Westelaken

- (3) PERMIT # MW2025-48  
NAME: Jackie Martens  
ADDRESS: 34147 Coursey Line, Lucan  
MUNICIPALITY: Lucan Biddulph  
PERMISSION TO: construct a deck in a regulated area  
COMPLETED APPLICATION RECEIVED ON DATE: June 4, 2025  
PERMISSION GRANTED BY STAFF DATE: June 18, 2025  
NUMBER OF BUSINESS DAYS TO REVIEW: 10  
STAFF NAME: Millie Ghorbankhani
- (4) PERMIT # MW2025-45  
NAME: Enbridge (c/o Caitlin Collins)  
ADDRESS: Victoria Street and Gordon Street  
MUNICIPALITY: Central Huron (Tuckersmith)  
PERMISSION TO: Install a natural gas main  
COMPLETED APPLICATION RECEIVED ON DATE: June 2, 2025  
PERMISSION GRANTED BY STAFF DATE: June 9, 2025  
NUMBER OF BUSINESS DAYS TO REVIEW: 5  
STAFF NAME: Ellen Westelaken
- (5) PERMIT # MW2025-43  
NAME: David Pergel  
ADDRESS: 9904 Prince Phillip St, Port Franks  
MUNICIPALITY: Lambton Shores  
PERMISSION TO: construct a landscape feature in a regulated area  
COMPLETED APPLICATION RECEIVED ON DATE: May 22, 2025  
PERMISSION GRANTED BY STAFF DATE: June 16, 2025  
NUMBER OF BUSINESS DAYS TO REVIEW: 16  
STAFF NAME: Andrew Bicknell
- (6) PERMIT # MW2025-46  
NAME: Martin Esquimaux  
ADDRESS: 33720 Ann St., Bluewater  
MUNICIPALITY: Bluewater  
PERMISSION TO: construct a deck in a regulated area

COMPLETED APPLICATION RECEIVED ON DATE:

June 10, 2025

PERMISSION GRANTED BY STAFF DATE:

June 19, 2025

NUMBER OF BUSINESS DAYS TO REVIEW:

7

STAFF NAME:

Geoff Cade

## ***ABCA Program Report***

**To:** Board of Directors  
**Date:** July 17, 2025  
**From:** Davin Heinbuck, General Manager/Secretary Treasurer  
**Subject:** Draft ABCA Administration Regulations By-Laws

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### **Recommendation:**

THAT the Ausable Bayfield Conservation Authority (ABCA) Board of Directors approves the updated ABCA Administration Regulations By-Laws as presented; and,

THAT, the amended Administration Regulation By-Law be posted on the ABCA website.

### **Background**

The Administrative By-Law is passed under the Conservation Authorities Act (S 19.1 – appended below) and covers general governance, meeting procedures, Code of Conduct, and procedures for elections. The By-Law helps guide Board Members in their role at the ABCA. Conservation Ontario provided an Administrative By-Law Model to create a consistency for all Conservation Authorities. This document was prepared with reference to Provincial and other best management practices for board governance, including the Municipal Act.

With the Province and conservation authorities having worked through changes to the Conservation Authorities Act, a number of updates to ABCA's Administration Regulations are required to ensure that the By-Law is up to date and consistent with those changes. In general, these changes address governance, municipal appointees, terms of officers, public transparency, and reflect the updated Regulations under the Conservation Authorities Act. Key changes within the updated Bylaw include consistency with the Ontario Not-for-Profit Corporation Act, Minister appointments for Agricultural Representatives, Bill 23, Ontario Regulation's 400/22 (Information Requirements) and 402/22 (Budget and Apportionment). Further, the update includes ABCA's 2020 amendment to allow electronic Board meetings during a declared state of emergency.

It is proposed that an updated Administrative Bylaw replace the existing Bylaw, and as per requirements of the Conservation Authorities Act, that the Bylaws be made available to the public. ABCA proposes to make the Bylaw available through its website. The following is a timeline of Board resolutions as it relates to the existing Bylaw.

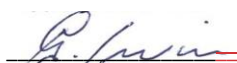
ABCA Administration Regulations	October 18, 2018	#BD 90/18
Amendment: Emergency Declaration - Electronic Meetings	April 23, 2020	#BD 24/20
ABCA Administration Regulations	2025	#BD --/25

**Section 19.1 of the Conservation Authorities Act, sets out the requirements for by-laws as follows:**

**19.1 (1)** An authority may make by-laws,

- (a) respecting the meetings to be held by the authority, including providing for the calling of the meetings and the procedures to be followed at meetings, specifying which meetings, if any, may be closed to the public;
- (b) prescribing the powers and duties of the secretary-treasurer;
- (c) designating and empowering officers to sign contracts, agreements and other documents on behalf of the authority;
- (d) delegating all or any of its powers to the executive committee except,
  - (i) the termination of the services of the secretary-treasurer,
  - (ii) the power to raise money, and
  - (iii) the power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the authority;
- (e) providing for the composition of its executive committee and for the establishment of other committees that it considers advisable and respecting any other matters relating to its governance;
- (f) respecting the roles and responsibilities of the members of the authority and of its officers and senior staff;
- (g) requiring accountability and transparency in the administration of the authority including,
  - (i) providing for the retention of records specified in the by-laws and for making the records available to the public,
  - (ii) establishing a code of conduct for the members of the authority, and
  - (iii) adopting conflict of interest guidelines for the members of the authority;
- (h) respecting the management of the authority's financial affairs, including auditing and reporting on the authority's finances;
- (i) respecting the by-law review required under subsection (3) and providing for the frequency of the reviews; and
- (j) respecting such other matters as may be prescribed by regulation. 2017, c. 23, Sched. 4, s. 1

# Ausable Bayfield Conservation Authority Administration Regulations



~~George Irvin~~Ray Chartrand, Chairman  
Manager/Secretary Treasurer



~~Brian Horner~~Davin Heinbuck, General

~~October 18~~July 17, 2025

Effective Date

~~#BD \_90/18~~25

Resolution



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**ADMINISTRATION REGULATIONS**  
**as set by the Ausable Bayfield Conservation Authority Board of Directors**

Effective ~~July 17, 2025~~~~October 18, 2018~~

## Administrative By-Laws

### Introduction

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

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

*Mission – Protect, improve, conserve, and restore the watershed in partnership with the community.*

*Vision – Healthy watersheds where our needs and the needs of the natural environment are in balance.*

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

### Powers of authorities

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

(a) to research, study and investigate the watershed and to support the development and implementation of programs and services intended to further the purposes of this Act;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

~~Note: On a day to be named by proclamation of the Lieutenant Governor, clause 24 (1) (m.1) of the Act is repealed. (See: 2017, c. 23, Sched. 4, s. 19 (3))~~

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

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

(p) ~~to cause research to be done;~~ **REPEALED**

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

## A. Definitions

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

**“Authority”** means the Auable Bayfield Conservation Authority

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

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

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

**“Declared Emergency”** is any emergency declared pursuant to the Emergency Management Civil Protection Act that has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.0.1 of the Emergency Management and Civil Protection Act. (From April 2020 ABCA By-Law Ammendment)

**“Electronic Meeting”** means a meeting called and held in full or in part via electronic means (including, but not limited to, video conference, audio conference, teleconference or other appropriate electronic means), and with or without in-person attendance. (From April 2020 ABCA By-Law Ammendment)

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

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

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

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“**Majority**” means half of the votes plus one.

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

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

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

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

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

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

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

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

“**Weighted Majority Vote**” 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~~402/22: Budget and Apportionment for Municipal Levies.

## B. Governance

### 1. Members

#### a) Appointments

Participating Municipalities within the jurisdiction of the Authority may appoint Members in accordance with Section 14 of the Act. An additional agricultural sector representative may be appointed to the Authority by the Minister.

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

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

In this document and on a day-to-day basis members will be referred to as Directors. The term "Director" is equivalent to the term "~~Member~~" under the Act.

Appointment of Directors will be made as follows:

Municipality	Number of Directors
Central Huron ( <i>Clinton, Goderich Twp., Hullett</i> )	1
Huron East ( <i>Seaforth, McMillan, Tuckersmith</i> )	1
Bluewater ( <i>Bayfield, Stanley, Hay, Zurich, Hensall</i> )	1
West Perth ( <i>Hibbert</i> )	1
Lambton Shores, Warwick ( <i>Grand Bend, Bosanquet, Thedford, Arkona</i> )	1
South Huron, Perth South ( <i>Exeter, Usborne, Stephen</i> )	1
Lucan Biddulph	1
Middlesex Centre, Adelaide Metcalfe	1
North Middlesex ( <i>East Williams, West Williams, Parkhill, Ailsa Craig, McGillivray</i> )	1
Total	9

#### b) Term of Member Appointments

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

#### c) Powers of the General Membership

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

- i. Approving by resolution, the creation of Committees and/or Advisory Boards, the members thereof and the terms of reference for these Committees and/or Advisory Boards;
- ii. Appointing a General Manager/Secretary-Treasurer;
- iii. Terminating the services of the General Manager/Secretary-Treasurer.
- iv. Approving establishing and implementing regulations, policies and programs;
- v. Awarding contracts or agreements where the approval of the Authority is required under the Authority's purchasing policy.

- vi. Appointing an Executive Committee and delegate to the Committee any of its powers except:
  - i. The termination of the services of the General Manager/Secretary-Treasurer,
  - ii. The power to raise money, and
  - iii. The power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the Authority.
- vii. Approving by resolution, any new capital project of the Authority;
- viii. Approving by resolution, the method of financing any new capital projects;
- ix. Approving details on budget allocations on any new or existing capital projects;
- x. Approving ~~of~~ the total budget for the ensuing year, and approving the ~~levies~~ apportionment to be paid by the Participating Municipalities;
- xi. Receiving and approving the Financial Statements and Report of the Auditor for the preceding year;
- xii. Authorizing the borrowing of funds on the promissory note of the Authority in accordance with subsection 3(5) of the Act;
- xiii. Approving by resolution, any proposed expropriation of land or disposition of land, subject to the requirements under the Act;
- xiv. Approving permits or refusing permission as may be required under any regulations made under Section 28 of the Act;
- ~~xv.~~ Holding hearings required for the purpose of reviewing permit applications, and advising every applicant of their right to appeal the decision to the Minister of Natural Resources and Forestry through the Mining and Lands Tribunal.

If a Member has been appointed representing the agricultural sector, they do not have a vote on items ix, x, and xi as per s.14 of the Act and s.2 of Ontario Regulation 402/22 Budget and Apportionment.  
~~xx.~~

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#### **d) Member Accountability**

Participating Municipalities appoint Members to the Authority as their representatives. Members have the responsibilities of Directors of the corporation that is the Authority.

While the administration is responsible for the day-to-day operations, the General Membership is responsible for matters of governance, ensuring compliance with applicable legislation, and ensuring appropriate policies are in place and for financial soundness of the Authority.

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

As a duly appointed Director of the participating municipalities, it is your responsibility to:

- i. Attend all meetings of the Authority;
- ii. Understand the purpose, function and responsibilities of the Authority;
- iii. Become aware and knowledgeable of programs, projects, and activities of the of the Authority;
- iv. Be familiar with the Authority's statutory and other legal obligations;
- v. Set strategic direction for the Authority along with the administration;
- vi. Attend all meetings of the Board of Directors and Committees to which you have been appointed;



- vii. Keep the councils whom you represent informed of Authority programs, projects and activities;
- viii. Be prepared to discuss issues at all Authority meetings.

#### e) *Applicable Legislation*

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

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

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

#### f) *Relationship Between Members and Staff*

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

The General Membership will ensure that a process exists for regular performance evaluations of the General Manager/Secretary-Treasurer

## 2. *Officers*

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

### *Chair*

- Be a Member of the Authority;
- Preside over the Annual and all Board of Director meetings;
- Represent the Authority at such functions as warrant the interest of the Authority, except where the responsibility is specifically assigned to some other person;
- Serve as signing officer of the Authority;
- Ensure relevant information and policies are brought to the Authority's attention;
- Keep the General Membership apprised of significant issues in a timely fashion;
- Be "ex-officio", a member of all committees, sub-committees and ad hoc committees appointed from time to time by the Board of Directors;
- Perform other duties when directed to do so by resolution of the Authority.

### *Vice-Chair*

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

- Be a Member of the Authority;
- Act as Chair immediately upon the death, incapacity to act, absence, or resignation of the Chair until such time as a new Chair is appointed or until the Chair resumes his/her duties;
- Act on behalf of the Chair at any function upon the request of the Chair;
- Be "ex-officio", a member of all committees, sub-committees and ad hoc committees appointed from time to time by the Board of Directors.

### *General Manager/Secretary-Treasurer*

The General Manager/Secretary-Treasurer of the Authority shall be the Chief Administrative Officer of the Authority and to so represent the Authority in such capacity as and when required, subject always to the immediate direction of the Board of the Authority. The responsibilities of the General Manager as assigned by the Authority include, but are not limited to the following:

- Being an employee of the Authority;
- Giving or causing to be given all notices required by this regulation;
- Keeping or causing to be kept accurate records of meetings and accounts of the Authority and shall be custodian of the corporate seal;
- Carrying out or causing to be carried out required financial transactions on behalf of the Authority;
- Having the power to call meetings and conduct business in the absence of a functioning Board of Directors (*revised #BD22/11*);
- Administering and coordinating the total program of the Authority in accordance with the approved budget, policies and strategic directions;
- Providing direction and instructions for the consultants, contractors and other professional firms and individuals engaged from time to time by the Authority;
- Directing the preparation of material or projects to be undertaken by the Authority and to provide such reports as might be from time to time requested by the Authority;
- Coordinating, supervising and directing all projects of land acquisitions and to retain such appraisers, surveyors and legal assistants that may be required;
- Being aware of and responsible for the disposition of any land acquired by the Authority and the leasing or other use of lands so acquired including liaison of the said land and the municipal legislation applicable thereto;
- Being responsible for all documentary requirements necessary to obtain approval under the *Conservation Authorities Act*;
- Directing the preparation of all budget estimates for approval in accordance with the requirements of the Authority and the directions therein from the Ministry of Natural Resources and Forestry;
- Communicating all instructions from the Authority and its various committees to the administration of the Authority and to supervise the carrying out of all such communications;
- Being responsible for the preparation of reports and correspondence to other agencies, governments and individuals dealing with the policy of the Authority on particular items;
- Reviewing with the Authority, or any Committee appointed by the Authority, management methods, regulations, appointments to the administration, promotions and compensation for the employees as are requested from time to time;
- In general acting as the Human Resources Officer of the Authority.

### 3. Absence of Chair and Vice-Chair

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

### 4. Maximum Term for Chair and Vice-Chair

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

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#### **4. Representatives to Conservation Ontario Council**

~~The Authority may appoint up to three Representatives to Conservation Ontario Council ("Council") in accordance with the Conservation Ontario By-law, designated as Voting Delegate and Alternate(s). Council will consist of the Voting Delegates appointed by each Member Conservation Authority. The Voting Delegate and Alternates shall be registered with Conservation Ontario annually. Chair – Voting, Vice Chair – 1<sup>st</sup> Alternate, General Manager/Secretary Treasurer – 2<sup>nd</sup> Alternate.~~

#### **45. Election of Chair and Vice-Chairs**

The election of the Chair and Vice-Chair shall be held in accordance with the Authority's procedures for election of officers (see Appendix 3).

#### **54. Representatives to Conservation Ontario Council**

The Authority may appoint up to three Representatives to Conservation Ontario Council ("Council") in accordance with the Conservation Ontario By-law, designated as Voting Delegate and Alternate(s). Council will consist of the Voting Delegates appointed by each Member Conservation Authority. The Voting Delegate and Alternates shall be registered with Conservation Ontario annually. Chair – Voting, Vice Chair – 1<sup>st</sup> Alternate, General Manager/Secretary Treasurer – 2<sup>nd</sup> Alternate.

#### **6. Appointment of Auditor**

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

#### **7. Appointment of Financial Institution**

The General Membership shall appoint a financial institution to act as the Authority's banker by Resolution for a term as specified in such resolution.

#### **8. Appointment of Solicitor**

The General Membership shall appoint a solicitor(s) to act as the Authority's legal counsel by Resolution for a term as specified in such resolution.

#### **9. Financial Statements and Report of the Auditor**

The General Membership shall receive and approve the Audited Financial Statements and Report of the Auditor annually for the previous year. This is done at the earliest convenience for the Auditor, normally first Board meeting after the Annual General Meeting.

The Authority shall forward copies of the Audited Financial Statements and Report of the Auditor to Participating Municipalities and the Minister of Natural Resources ~~and Forestry~~ OR the Minister of Environment, Conservation and Parks, in accordance with Section 38 of the Act and will make the Audited Financial Statements available to the public. The appropriate minister above will be dependent on the current governing Ministry over the Conservation Authorities Act.

#### 10. Borrowing Resolution

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

#### 11. ~~Levy~~ Apportionment Notice

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

#### 12. Signing Officers

The signing officers of the Authority shall be the Chair, the Vice-Chair, General Manager and designate whose signatures shall be required as laid down in the following paragraphs.

Any two of these signing officers are empowered to sign such documents as are necessary for works approved by the Authority and authorized by the Board of Directors; save and except individual accounts payable in excess of \$30,000 whereby the Chair or Vice-Chair and the General Manager or designate will sign.

For the above purposes, the signing officers are empowered to arrange for the borrowing by way of promissory notes of the funds necessary for the approved projects and programs of the Authority, at such rate of interest as the Minister approves.

The General Manager and designate are authorized to sign cheques up to a maximum of \$30,000 per cheque.

#### 13. Executive Committee

The Authority may appoint an executive committee at the first meeting of the General Membership each year in accordance with the Section 19 of the Act and Section 1(c)(vi) of this by-law.

#### 14. Advisory Boards and Other Committees

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

The General Membership shall approve the terms of reference for all such advisory boards and committees, which shall include the role, the frequency of meetings and the number of members required.

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

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

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

#### 15. Hearings

Hearings under the ~~Development, Interference & Alteration Prohibited Activities, Exemptions and Permits~~ Regulations or any other regulations of the Authority shall be carried out separate from any regular meeting and will not form part of a regular meeting. Minutes and/or reports from a Hearing may, however, be presented at a regular meeting for

information purposes. The Authority will not impose a fee on the applicant for conducting a Hearing under the Development, Interference & Alteration Regulations unless the Hearing is on-site and /or a special meeting of the Board of Directors.

In the event of an emergency has been declared in all or part of an area over which the Authority has jurisdiction that may prevent members of the authority from meeting in person for a Hearing please refer to procedures under Section C Meetings Procedures #9 Electronic Meetings Protocols.

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#### 16. Remuneration of Members

Authority Directors shall receive a per diem allowance for attending Board meetings and Committee meetings, and any other such meeting to which they are appointed;

If no quorum is present, the per diem rate shall be paid to those in attendance;

Authority Directors will be paid for expenses incurred on authorized Authority business;

Authority Directors will receive a per diem for all official meetings regardless of the venue (eg. web meeting, conference call, etc.).

#### 17. Records Retention

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

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

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

#### 18. Records Available to Public

Records of the Authority shall be made available to the public, subject to requirements of the *Municipal Freedom of Information and Protection of Personal Privacy Act* (MFIPPA) and further to O.Regulation 400/22.

The Authority shall designate a Member or a committee of Members to act as head of the Authority for the purposes of MFIPPA.

### 19. By-law Review

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

### 20. By-law Available to Public

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

### 21. Enforcement of By-laws and Policies

The Members shall respect and adhere to all applicable by-laws and policies (for example, the Code of Conduct and Conflict of Interest). The Authority may take reasonable measures to enforce its by-laws and policies, including the enforcement mechanisms under the *Municipal Conflict of Interest Act*. Measures taken will include but will not be limited to the following:

- an investigation will be conducted regarding the alleged breach;
- an opportunity will be provided to the affected member to respond to the allegation;
- the findings of the investigation and the affected member's response will be communicated to the General Membership in a closed meeting;
- the appointing municipality shall be notified of the outcome of the investigation

### 22. Indemnification of Members, Officers and Employees

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

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

Commented [DH1]: Consistent with previous legal review

## C. Meeting Procedures

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

### 1. Rules of Procedure

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

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

### 2. Notice of Meeting

At least two meetings of the Authority shall be held each year at such time and place as the Authority shall decide, including one meeting prior to March 1<sup>st</sup> and one meeting after July 1<sup>st</sup>, the annual meeting being the first meeting of the year and such meeting will be held prior to March 1<sup>st</sup>.

Notice of all Authority Board of Directors meetings shall be conveyed to members, municipalities, Ministry of Natural Resources- OR the Ministry of Environment, Conservation and Parks and Forestry, and to local media at least five calendar days prior to the date of the meetings. The notice shall include the time and place of the meeting and all items to be discussed at the meeting. -The appropriate Ministry above will be dependent on the current governing Ministry over the Conservation Authorities Act.

Anyone wishing notice of other meetings shall leave their name and address with the General Manager. The General Manager or his or her designate shall inform that person, in writing or by telephone, in advance of other meetings.

When any matter pertaining to an application for an Authority permit (eg Ontario Regulation 147/06) is to be discussed at a meeting of an Authority, the applicant shall be notified 2 weeks prior to the date of the meeting and invited to attend.

The Authority shall meet at such time and place as the Chair shall decide or at the written request of one-third of the Directors. A special meeting of the Board of Directors can be called on three working days written notice. The notice shall state the business of the meeting.

Each Standing or Ad Hoc Committee shall meet at such time and place as the respective Chair shall decide under the general direction of the Authority.

Notice of Standing and Ad Hoc Committee meetings shall be conveyed to all members at least 5 days prior to the date of the meeting.

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

### 3. Meetings Open to Public

All meetings of the General Membership and Executive Committee, if applicable, shall be open to the public. In the event that circumstances require this meeting to be held

electronically, where possible, the Authority will provide for alternative means for the public to participate in meetings electronically.

A meeting or part of a meeting may be closed to the public if the subject matter being considered is identified in the closed meeting section of the Agenda and the subject matter meets the criteria for a closed meeting as defined in this by-law. (Section 1~~12~~)

#### 4. Agenda for Meetings

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

- a) Chair~~man~~'s Welcome
- b) Adoption of Agenda
- c) Disclosure of Pecuniary Interest
- d) Disclosure of intention to record this meeting by video and/or audio device
- e) Adoption of Minutes from previous meeting
- f) Business out of the minutes
- g) Program Reports
- h) Correspondence
- i) New Business
- j) Committee of the Whole
- k) Adjournment

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

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

#### 5. Quorum

At any meeting of the General Membership, a quorum consists of one-half of the Members appointed by the participating Municipalities. As there are currently nine members, five are required for quorum. NOTE: Any future Member appointed by the Minister to represent agricultural interests is not part of quorum.

If there is no quorum present, one-half hour after the time appointed for a meeting of the Authority, the General Manager records the names of those present and the meeting shall stand adjourned until the next meeting.

If during an Authority or Advisory Board or Committee meeting a quorum is lost, then the Chair shall declare that the meeting shall stand recessed or adjourned, until the date of the next regular meeting or other meeting called in accordance with the provisions of this by-law. Agenda items including delegations present may be covered and presented and issues discussed, but no formal decisions may be taken by the remaining Members which do not constitute a quorum.



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

#### **6. Order of Business**

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

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

#### **7. Debate**

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

- a) A Member shall be recognized by the Chair prior to speaking;
- b) Where two or more Members rise to speak, the Chair shall designate the Member who has the floor, who shall be the Member who in the opinion of the Chair was first recognized;
- c) All questions and points of discussion shall be directed through the Chair;
- d) Where a motion is presented, it shall be moved and seconded before debate;
- e) No Member shall speak more than once to the same question without leave from the Chair, except in explanation of a material part of the speech;
- f) Any Member may ask a question of the previous speaker through the Chair;
- g) The Member who has presented a motion, other than a motion to amend or dispose of a motion, may speak again to the motion immediately before the Chair puts the motion to a vote;
- h) When a motion is under debate, no motion shall be received other than a motion to amend, to defer action, to refer the question, to take a vote, to adjourn, or to extend the hour of closings the proceedings;
- i) When a motion is under consideration, only one amendment is permitted.

#### **8. Members' Attendance**

On an annual basis the General Manager/Secretary Treasurer shall provide a listing of Members attendance at scheduled meetings of the Authority to the participating Municipalities. The report will contain the Director's name, number of meetings invited to and the number of meetings attended.

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

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

## 9. ~~Electronic Participation~~ Meetings Protocol

With the Consent of the Board of Directors, meetings and/or procedures may take place by way of an Electronic Meeting and Amendments to this Electronic Meeting During a Declared Emergency Protocol (hereinafter, "Protocol") may be permitted to be made by simple majority vote of members to accommodate an effective and efficient meeting, so long as any such amendments are not contrary to prevailing Provincial legislation, order or direction.

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During any Electronic Meeting called by the Board of Directors or during any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.0.1 of the Emergency Management and Civil Protection Act, that may prevent the General Membership from meeting in person, a regular or special meeting or Executive Committee meeting may be conducted by an Electronic Meeting in accordance with this section.

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During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.0.1 of the Emergency Management and Civil Protection Act, that may prevent the General Membership from meeting in person, any date or timeline requirement established under any Section in this By-law shall be postponed until such time as the General Membership can reasonably address the issue either by meeting in person or meeting electronically.

During any period where an emergency has been declared to exist, in all or part of an area over which the Authority has jurisdiction, under Section 4 or 7.0.1 of the Emergency Management and Civil Protection Act, that may prevent the General Membership from meeting in person, any delegation, hearing or appeal dealt with in this By-law may be conducted electronically with provisions for applicants and their agents to participate if the Authority decides to hear any delegation or hold any such hearing or appeal.

In the event that an Electronic Meeting has been called by the Board of Directors or an emergency has been declared by the Province of Ontario or by a Municipality within the jurisdiction of the Authority, that may prevent members of the Authority from meeting in person, the following would apply:

- a) That members of the Authority would be permitted to participate in an Electronic Meeting and to register votes when participating electronically. All votes shall be recorded votes.
- b) That any member of the Authority who is participating in an Electronic Meeting may be counted in determining whether a quorum of members is present at any point in time during the meeting;
- c) That any member of the Authority can participate in any Electronic Meeting that is open or closed to the public;
- d) The regular order of the agenda for the meeting may be suspended in order to allow an Electronic Meeting to be held during such emergency and that such Electronic Meeting may proceed without delegations.
- e) During the Electronic Meeting or the declared emergency, the Authority will continue to implement best practices to make Board meetings open to the public. Where possible, the Authority will provide alternative means to allow the public to participate in an Electronic Meeting in any non-closed meetings.
- f) A Board member may participate in a meeting via Electronic Meeting on a system that can be muted to block background noise, subject to:

- i. The member is unable to travel to the meeting; or
- ii. The member's health;
- iii. The Chair may direct that the electronic connection be terminated if the member cannot be clearly understood or if a poor connection or background noise is deemed to be disruptive to the meeting;
- iv. If a technical problem prevents or interrupts a member's electronic participation in a meeting, the minutes of such meeting shall reflect the time at which the member ceased to participate in the meeting by reason of a technical problem. If such technical problem is later resolved and the member rejoins the meeting by electronic means without a vote on a motion having taken place during the interruption in the member's participation, the minutes of the meeting shall reflect the time at which the member rejoined the meeting.
- v. If any electronic communication is interrupted during a meeting and remains interrupted while a vote on the motion is taken, the member effected is deemed to have left the meeting prior to the vote and shall not be permitted to rejoin the meeting either electronically or in person.

~~With the consent of the Board of Directors, meetings and or resolutions may take place electronically via conference call, email, webinar, etc.~~

~~A Member shall not participate electronically in a meeting that is closed to the public.~~

## 10. Delegations

Any person or organization who wishes to address the Board of Directors, Standing or Ad Hoc Committee Meeting must give 2 weeks notice of their interest in making a presentation. Except by leave of the Chair or appeal by leave of the meeting, delegations are limited to 15 minutes plus discussion time. Delegations with written information for consideration of the Authority Board or Committee will provide same 2 weeks prior to the meeting.

## 11. Meetings with Closed "Committee of the Whole" Sessions

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

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

- a) The security of the property of the Authority;
- b) Personal or confidential matter about an identifiable individual, including Directors or employees of the Authority. A memorandum of the meeting in the Committee of the Whole will be certified by the Recording Secretary and the Chair and kept in the appropriate personal and/or confidential file and not form part of the minutes;
- c) A proposed or pending acquisition or disposition of real property for Authority purposes;
- d) Labour relations or employee negotiations;
- e) Litigation or potential litigation, including matters before administrative tribunals (e.g. Ontario Land Tribunal), affecting the Authority;
- f) The receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;

- g) A matter in respect of which the General Membership, Executive Committee, Advisory Board or committee or other body may hold a closed meeting under another act;
- 2) The Authority shall close a meeting if the subject matter relates to the consideration of a request under MFIPPA, and the Authority is the head of an institution for the purposes of MFIPPA.

Educational or Training Sessions: A meeting may be closed to the public if the following conditions are both satisfied:

- (i) A meeting is held for the purpose of training the members;
- (ii) At the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of directors.

Before all or part of a meeting is closed to the public, the Board or Committee shall state by resolution:

- (i) The fact of holding of the closed meeting;
- (ii) The general nature of the matter considered at the closed meeting.

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

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

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

Meetings or sessions which are closed to the public may be referred to as "In Camera" meetings or sessions.

## 12. Voting

In accordance with Section 16 of the Act:

- a) each Member, including the Chair, is entitled to one vote, and
- b) a majority vote of the Members present at any meeting is required upon all matters coming before the meeting.

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

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

On a tie vote, the motion is lost.

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

At the meeting of the Authority at which the Non-Matching Levy is to be approved, the General Manager/Secretary-Treasurer shall conduct the vote to approve of Non-Matching Levy by a Weighted Majority of the Members present and eligible to vote, in accordance with Ontario Regulation ~~439/96~~402/22 Budget and Apportionment.

### 13. Notice of Motion

Written notice of motion may be given by any Director of the Authority and shall be forthwith placed on the Agenda of the next meeting.

### 14. Motion to Reconsider

If a motion is made to reconsider a previous motion, a two-thirds majority vote shall be required in order for reconsideration to take place. If a motion to reconsider is passed, the original motion shall then be placed on the agenda at a future meeting to be debated and voted upon, and the result of that vote, based on a simple majority, shall supersede.

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### 154. Duties of the Meeting Chair

It shall be the duty of the Chair, with respect to any meetings over which he/she presides, to:

- a) Preserve order and decide all questions of order, subject to appeal; and without argument or comment, state the rule applicable to any point of order if called upon to do so;
- b) Ensure that the public in attendance does not in any way interfere or disrupt the proceedings of the Members;
- c) Receive and submit to a vote all motions presented by the Members, which do not contravene the rules of order or regulations of the Authority;
- d) Announce the results of the vote on any motions so presented;
- e) Adjourn the meeting when business is concluded.

### 165. Conduct of Members

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

No Member at any meeting of the Authority shall:

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

#### 176. Minutes of Meetings

The minutes of all meetings of the Authority shall be recorded by the General Manager/Secretary Treasurer or his/her designate.

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

Within 30 days after any meeting, the General Manager or his/her designate shall include draft minutes of the previous meeting available to each member of the Authority at the same time as agendas for the next meeting are distributed.

After the minutes have been approved by resolution, original copies shall be signed by the General Manager/ SecretaryTreasurer or his/her designate and the Chair of the meeting. Copies of all non-confidential minutes shall then be posted on the Authority's website within 30 days of the meeting. Such minutes shall also be available for review by any member of the public at the Authority's Administration Centre or provided in alternative formats, in accordance with the *Accessibility for Ontarians with Disabilities Act*, if requested by interested parties.

#### D. Other

##### Fee Schedule and Revenue Sharing

The Authority acknowledges the Province of Ontario Policy and Procedures for the charging of fees and the Province of Ontario Policy and Procedures for revenue sharing and will conduct business accordingly.

##### Employment Equity and Pay Equity

The Authority is committed to the principles of fairness and non-discrimination in the workplace and to the development and implementation of policies and practices that prevent barriers to employment equity and pay equity.

##### Health and Safety

The Authority is committed to a comprehensive Health and Safety Program to ensure a safe working environment for all Directors and staff.

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

By-law number #BD 91/11(#BD 90/18) is hereby repealed;

By-law number #BD 90/18 shall come into force on the 18<sup>th</sup> day of September, 2018

READ A FIRST AND SECOND TIME

September 20, 2018  
Date

READ A THIRD TIME AND FINALLY PASSED

October 18, 2018

Date

Signed:

Chair



General Manager/Secretary-Treasurer



## F. Appendices to the Administrative By-law

### Appendix 1 - Code of Conduct

#### 1. Background

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

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

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

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#### 2. General

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

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

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

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

#### 3. Gifts and Benefits

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



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#### 4. Confidentiality

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

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

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

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

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

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

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

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

#### 5. Use of Authority Property

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

#### 6. Work of a Political Nature

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

#### 7. Conduct at Authority Meetings

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

#### **8. Influence on Staff**

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

#### **9. Business Relations**

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

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

#### **10. Encouragement of Respect for the Authority and its Regulations**

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

#### **11. Harassment**

It is the policy of the Authority that all persons be treated fairly in the workplace in an environment free of discrimination and of personal and sexual harassment. Harassment of another Member, staff or any member of the public is misconduct. Members shall follow the Authority's Harassment Policy as approved from time-to-time.

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

#### **12. Breach of Code of Conduct**

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

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

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

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

## Appendix 2 - Conflict of Interest

### 1. *Municipal Conflict of Interest Act*

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

## 2. Disclosure of Pecuniary Interest

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

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

### 3. Chair's Conflict of Interest or Pecuniary Interest

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

#### 4. Closed Meetings

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

### 5. Member Absent

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

## 6. Disclosure Recorded in Minutes

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

**6B.Registry Maintained for Public Inspection**

The Authority shall maintain a registry in which shall be kept:  
a) A copy of each statement filed under Section 2d) of this policy; and.  
b) A copy of each declaration recorded in the Minutes.

The registry shall be available for public inspection.

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

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

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

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

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

## Appendix 3 - Procedure for Election of Officers

### 1. Voting

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

### 2. Acting Chair

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

### 3. Scrutineer(s)

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

### 4. Election Procedures

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

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

If one Nominee:

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

If More than One Nominee:

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

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

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



**Statement of Profit & Loss**  
January through June

Accrual Basis

Table 1A: Consolidated - Projected

	2024 Actual	2025 Annual Budget	2025				% of Budget
	1st Six Months	Budget	1st Qtr	2nd Qtr	Total Six Months	Projected Dec 31 '25	
<b>Revenue</b>							
Grants and Contributions	1,018,888	1,352,597	642,643	445,174	1,087,817	1,594,226	118%
Operating Levy - Category 1	538,437	1,128,580	0	564,289	564,289	1,128,580	100%
Operating Levy - Category 1 Projects	99,887	176,025	0	88,014	88,014	176,025	100%
Operating Levy - Category 3	81,989	172,616	0	86,309	86,309	172,616	100%
Capital Levy	0	20,045	0	10,024	10,024	20,045	0%
Levy, Special Benefit	0	93,961	0	0	0	93,961	100%
Rental	39,587	60,587	25,272	16,277	41,549	66,604	110%
Conservation Area User Fees	46,684	142,600	2,094	44,516	46,609	142,600	100%
Sales & Service	528,371	832,080	383,077	108,553	491,630	750,223	90%
Donations	958	1,000	416	15,726	16,142	16,142	1614%
Interest	35,124	79,000	15,986	10,102	26,088	61,088	77%
Deferred from Prior Year - Revenue	1,198,470	1,088,885	1,268,133	0	1,268,133	1,268,133	116%
Deferred to Future Year - Expense	0	(505,790)	0	0	0	(922,864)	182%
<b>Total Revenue</b>	<b>3,588,394</b>	<b>4,642,186</b>	<b>2,337,621</b>	<b>1,388,984</b>	<b>3,726,605</b>	<b>4,567,380</b>	<b>98%</b>
<b>Expense</b>							
Purchased Services	160,278	450,825	79,497	85,413	164,910	446,421	99%
Advertising	4,875	8,283	1,359	2,431	3,790	7,580	92%
Memberships, Dues, Licenses	39,136	63,509	19,064	20,599	39,663	57,148	90%
Maintenance and Repair	14,931	25,395	12,976	10,757	23,733	47,466	187%
Property Taxes	24,103	55,000	12,611	12,556	25,167	50,335	92%
Office Operations	74,857	138,418	34,088	34,592	68,681	124,631	90%
Rental	5,417	12,320	3,664	2,840	6,503	13,007	106%
Staff Development	10,708	32,082	7,350	4,127	11,476	22,952	72%
Travel Costs	8,129	19,700	3,665	3,585	7,250	14,499	74%
Utilities	21,414	43,145	11,997	11,514	23,512	47,023	109%
Vehicles and Field Equipment	56,746	122,845	18,991	24,300	43,291	96,218	78%
Program	515,789	693,436	452,232	119,792	572,023	745,773	108%
Board Of Director's	10,921	26,477	9,041	10,610	19,651	47,161	178%
Wages and Benefits	1,338,386	3,010,561	693,670	746,590	1,440,260	2,880,520	96%
<b>Total Operating Expense</b>	<b>2,285,692</b>	<b>4,701,996</b>	<b>1,360,205</b>	<b>1,089,706</b>	<b>2,449,910</b>	<b>4,600,735</b>	<b>98%</b>
<b>Net Operating Income</b>	<b>1,302,703</b>	<b>(59,810)</b>	<b>977,417</b>	<b>299,279</b>	<b>1,276,695</b>	<b>(33,355)</b>	
<b>Other (Income) Expense</b>							
Capital	206,944	114,502	16,376	25,580	41,955	131,955	115%
Amortization	84,594	160,620	40,264	40,698	80,962	175,924	110%
Investment Income - Earned	(70,949)	0	(49,202)	(49,170)	(98,372)	0	0%
Investment Income - Unearned	(201,112)	0	30,635	(140,478)	(109,843)	0	0%
From Reserve - Revenue	(60,661)	(250,937)	(62,734)	(62,734)	(125,469)	(250,937)	100%
Reserves - Expenses	24,466	76,624	12,773	25,542	38,315	76,629	100%
<b>Total Other Expense</b>	<b>(16,717)</b>	<b>100,809</b>	<b>(11,888)</b>	<b>(160,563)</b>	<b>(172,451)</b>	<b>133,572</b>	<b>133%</b>
<b>Net Income</b>	<b>1,319,420</b>	<b>(160,619)</b>	<b>989,305</b>	<b>459,842</b>	<b>1,449,147</b>	<b>(166,927)</b>	

**Statement of Profit & Loss**

January through June

Accrual Basis

Table 1: Consolidated

	2024	2025				
	Actual	Total		Annual	% of	
	1st Six Months	1st Qtr	2nd Qtr	Six Months	Budget	Budget
<b>Revenue</b>						
Grants and Contributions	1,018,888	642,643	445,174	1,087,817	1,352,597	80%
Operating Levy - Category 1	538,437	0	564,289	564,289	1,128,580	50%
Operating Levy - Category 1 Projects	99,887	0	88,014	88,014	176,025	50%
Operating Levy - Category 3	81,989	0	86,309	86,309	172,616	50%
Capital Levy	0	0	10,024	10,024	20,045	50%
Levy, Special Benefit	0	0	0	0	93,961	0%
Rental	39,587	25,272	16,277	41,549	60,587	69%
Conservation Area User Fees	46,684	2,094	44,516	46,609	142,600	33%
Sales & Service	528,371	383,077	108,553	491,630	832,080	59%
Donations	958	416	15,726	16,142	1,000	1614%
Interest	35,124	15,986	10,102	26,088	79,000	33%
Deferred from Prior Year - Revenue	1,198,470	1,268,133	0	1,268,133	1,088,885	116%
Deferred to Future Year - Expense	0	0	0	0	(505,790)	0%
<b>Total Revenue</b>	<b>3,588,394</b>	<b>2,337,621</b>	<b>1,388,984</b>	<b>3,726,605</b>	<b>4,642,186</b>	<b>80%</b>
<b>Expense</b>						
Purchased Services	160,278	79,497	85,413	164,910	450,825	37%
Advertising	4,875	1,359	2,431	3,790	8,283	46%
Memberships, Dues, Licenses	39,136	19,064	20,599	39,663	63,509	62%
Maintenance and Repair	14,931	12,976	10,757	23,733	25,395	93%
Property Taxes	24,103	12,611	12,556	25,167	55,000	46%
Office Operations	74,857	34,088	34,592	68,681	138,418	50%
Rental	5,417	3,664	2,840	6,503	12,320	53%
Staff Development	10,708	7,350	4,127	11,476	32,082	36%
Travel Costs	8,129	3,665	3,585	7,250	19,700	37%
Utilities	21,414	11,997	11,514	23,512	43,145	54%
Vehicles and Field Equipment	56,746	18,991	24,300	43,291	122,845	35%
Program	515,789	452,232	119,792	572,023	693,436	82%
Board Of Director's	10,921	9,041	10,610	19,651	26,477	74%
Wages and Benefits	1,338,386	693,670	746,590	1,440,260	3,010,561	48%
<b>Total Operating Expense</b>	<b>2,285,692</b>	<b>1,360,204</b>	<b>1,089,706</b>	<b>2,449,909</b>	<b>4,701,996</b>	<b>52%</b>
<b>Net Operating Income</b>	<b>1,302,703</b>	<b>977,418</b>	<b>299,279</b>	<b>1,276,696</b>	<b>(59,810)</b>	
<b>Other (Income) Expense</b>						
Capital	206,944	16,376	25,580	41,955	114,502	37%
Amortization	84,594	40,264	40,698	80,962	160,620	50%
Investment Income - Earned	(70,949)	(49,202)	(49,170)	(98,372)	0	100%
Investment Income - Unearned	(201,112)	30,635	(140,478)	(109,843)	0	100%
From Reserve - Revenue	(60,661)	(62,734)	(62,734)	(125,469)	(250,937)	50%
Reserves - Expenses	24,466	12,773	25,542	38,315	76,624	50%
<b>Total Other Expense</b>	<b>(16,717)</b>	<b>(11,888)</b>	<b>(160,563)</b>	<b>(172,451)</b>	<b>100,809</b>	<b>-171%</b>
<b>Net Income</b>	<b>1,319,420</b>	<b>989,306</b>	<b>459,842</b>	<b>1,449,148</b>	<b>(160,619)</b>	

**Statement of Profit & Loss**  
January through June  
Accrual Basis

Table 2: Drinking Water Source Protection

	2024 Actual	2025		2025 Total	2025 Annual	2025 % of
	1st Six Months	1st Qtr	2nd Qtr	Six Months	Budget	Budget
<b>Revenue</b>						
Income						
Grants and Contributions	104,667	100,808	100,808	201,617	302,425	67%
Interest	593	815	771	1,586	1,000	159%
Deferred from Prior Year - Revenue	0	34,721	0	34,721	35,108	99%
Deferred to Future Year - Expense	0	0	0	0	(28,983)	0%
<b>Total Revenue</b>	<b>105,260</b>	<b>136,344</b>	<b>101,579</b>	<b>237,924</b>	<b>309,550</b>	<b>77%</b>
<b>Expense</b>						
Purchased Services	10,398	9,451	3,889	13,339	28,200	47%
Advertising	557	0	0	0	800	0%
Memberships, Dues, Licenses	438	30	130	160	0	100%
Maintenance and Repair	0	0	0	0	0	100%
Property Taxes	0	0	0	0	0	100%
Office Operations	17,934	6,445	4,148	10,593	21,020	50%
Rental	3,321	1,968	1,729	3,698	7,140	52%
Staff Development	46	51	45	96	1,350	7%
Travel Costs	1,839	0	149	149	3,000	5%
Utilities	690	345	345	690	1,600	43%
Vehicles and Field Equipment	174	355	266	622	500	124%
Program	2,329	0	0	0	300	0%
Board of Director's	4,589	714	2,351	3,065	13,940	22%
Wages and Benefits	109,225	42,046	48,426	90,472	231,700	39%
<b>Total Operating Expense</b>	<b>151,539</b>	<b>61,405</b>	<b>61,478</b>	<b>122,883</b>	<b>309,550</b>	<b>40%</b>
<b>Net Operating Income</b>	<b>(46,280)</b>	<b>74,939</b>	<b>40,102</b>	<b>115,041</b>	<b>0</b>	
<b>Other (Income) Expense</b>						
From Reserve - Revenue	0	0	0	0	0	100%
Reserves - Expenses	0	0	0	0	0	100%
<b>Total Other Expense</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>100%</b>
<b>Net Income</b>	<b>(46,280)</b>	<b>74,939</b>	<b>40,102</b>	<b>115,041</b>	<b>0</b>	



**Statement of Profit & Loss**  
January through June

Accrual Basis

Table 3: Excluding Drinking Water Source Protection

	2024	2025			Annual Budget	% of Budget
	Actual 1st Six Months	1st Qtr	2nd Qtr	Total Six Months		
<b>Revenue</b>						
Grants and Contributions	914,221	541,835	344,366	886,201	1,050,172	84%
Operating Levy - Category 1	538,437	0	564,289	564,289	1,128,580	50%
Operating Levy - Category 1 Projects	99,887	0	88,014	88,014	176,025	50%
Operating Levy - Category 3	81,989	0	86,309	86,309	172,616	50%
Capital Levy	0	0	10,024	10,024	20,045	50%
Levy, Special Benefit	0	0	0	0	93,961	0%
Rental	39,587	25,272	16,277	41,549	60,587	69%
Conservation Area User Fees	46,684	2,094	44,516	46,609	142,600	33%
Sales & Service	528,371	383,077	108,553	491,630	832,080	59%
Donations	958	416	15,726	16,142	1,000	1614%
Interest	34,531	15,170	9,331	24,502	78,000	31%
Deferred from Prior Year - Revenue	1,198,470	1,233,413	0	1,233,413	1,053,777	117%
Deferred to Future Year - Expense	0	0	0	0	(476,807)	0%
<b>Total Revenue</b>	<b>3,483,134</b>	<b>2,201,277</b>	<b>1,287,405</b>	<b>3,488,682</b>	<b>4,332,636</b>	<b>81%</b>
<b>Expense</b>						
Purchased Services	149,881	70,047	81,524	151,571	422,625	36%
Advertising	4,318	1,359	2,431	3,790	7,483	51%
Memberships, Dues, Licenses	38,698	19,034	20,469	39,503	63,509	62%
Maintenance and Repair	14,931	12,976	10,757	23,733	25,395	93%
Property Taxes	24,103	12,611	12,556	25,167	55,000	46%
Office Operations	56,923	27,643	30,444	58,088	117,398	49%
Rental	2,096	1,695	1,110	2,806	5,180	54%
Staff Development	10,662	7,299	4,082	11,380	30,732	37%
Travel Costs	6,290	3,665	3,436	7,101	16,700	43%
Utilities	20,724	11,652	11,169	22,822	41,545	55%
Vehicles and Field Equipment	56,572	18,636	24,033	42,669	122,345	35%
Program	513,460	452,232	119,792	572,023	693,136	83%
Board Of Director's	6,333	8,327	8,259	16,586	12,537	132%
Wages and Benefits	1,229,161	651,623	698,164	1,349,788	2,778,861	49%
<b>Total Operating Expense</b>	<b>2,134,152</b>	<b>1,298,798</b>	<b>1,028,228</b>	<b>2,327,026</b>	<b>4,392,446</b>	<b>53%</b>
<b>Net Operating Income</b>	<b>1,348,982</b>	<b>902,479</b>	<b>259,177</b>	<b>1,161,656</b>	<b>(59,810)</b>	
<b>Other (Income) Expense</b>						
Capital	206,944	16,376	25,580	41,955	114,502	37%
Amortization	84,594	40,264	40,698	80,962	160,620	50%
Investment Income - Earned	(70,949)	(49,202)	(49,170)	(98,372)	0	100%
Investment Income - Unearned	(201,112)	30,635	(140,478)	(109,843)	0	100%
From Reserve - Revenue	(60,661)	(62,734)	(62,734)	(125,469)	(250,937)	50%
Reserves - Expenses	24,466	12,773	25,542	38,315	76,624	50%
<b>Total Other Expense</b>	<b>(16,717)</b>	<b>(11,888)</b>	<b>(160,563)</b>	<b>(172,451)</b>	<b>100,809</b>	<b>-171%</b>
<b>Net Income</b>	<b>1,365,699</b>	<b>914,367</b>	<b>419,740</b>	<b>1,334,107</b>	<b>(160,619)</b>	