

BRIEFING

District of Nipissing
Social Services
Administration Board



Conseil d'administration
des services sociaux
du district de Nipissing

NOTE B09-21

☐ For information ☒ For Approval

DATE: April 28, 2021

PURPOSE: **By-Law Amendments**

PREPARED BY: Melanie Shaye, Director of Corporate Services

REVIEWED BY: Catherine Matheson, CAO

RECOMMENDATION

THAT the District of Nipissing Social Services Administration Board (DNSSAB) accepts the amendments to the General Business By-law (By-law #1) and Procedure By-law (By-law #2), as described in briefing note B09-21.

BACKGROUND

In March 2021 through briefing note B06-2021 the DNSSAB Board of Directors adopted changes to the Procedural By-law, most significantly, creating a General Business By-law and Procedure By-law in place of one Procedural By-law. The Board further directed staff to make changes to Part 7 of By-law #1 and Part 14 of By-law #2. Further, based on best practice, changes to Part 34 of By-law #2 are recommended.

RECOMMENDED CHANGES

General Business By-law (By-law #1)

Section B. Roles and Duties, Part 7: Roles of Members

The Board of Directors shall authorize the Chair and/or the Chief Administrative Officer or their delegate to act as spokesperson or spokespeople to speak publicly, when required, regarding the actions and plans of the Corporation.

Procedure By-law (By-law #2)

Section B. Roles and Duties, Part 14: Delegations

Once a delegation has been heard by the Board or a Committee, subsequent presentations by the same delegation on the same or substantially the same matter shall not be heard within one (1) year from the previous delegation.

Section E. Minutes and Agendas, Part 34: Agendas for Meetings of the Board of Directors

Notice of Motion

Prior to a Meeting: a motion that is not listed on the agenda may be considered at the meeting of the Board of Directors, by providing the Secretary a copy at least two (2) weeks in advance of the meeting they wish the motion to be heard.

During a Meeting without Notice: a motion may be submitted during a meeting without notice, and be recorded in the minutes and placed on the agenda for the next regular meeting.

Motion without Notice: In circumstances of an urgent nature, a member may request that a member's motion, for which notice has not been provided, be considered immediately if a vote dispensing with notice is supported by a two-thirds majority of members present.

CONCLUSION

In accordance with the General Business By-law, 30 days' notice will be given to municipalities when changing by-laws. Changes to the by-law will be accepted with a two-thirds majority vote of the Board. Upon approval of the DNSSAB Board, the Clerks/CAO's of member municipalities will be issued copies of the draft By-law revisions and the updated By-laws will become effective May 29, 2021.

BY-LAW NUMBER 1 **GENERAL BUSINESS BY LAW**

SECTION A – INTRODUCTION

1 DEFINITIONS

- 1.1 “Act” means the *District Social Services Administration Act*, R.S.O. 1990 c. D. 15.
- 1.2 “By-laws” means By-law Number 1, being the General Business By-law and By-law Number 2, being the Procedure By-law, of the District of Nipissing Social Services Administration Board.
- 1.3 “Chair” is as defined in section 11.4.1 of this By-law Number 1.
- 1.4 “Chief Administrative Officer” is as defined in section 11.4.3 of this By-law Number 1.
- 1.5 “Confidential Information” includes any information, either oral, written or recorded in any manner, that one party (disclosing party) furnishes to another party (receiving party) or to which the receiving party has access which is marked as confidential, simply treated as such by the disclosing party or should otherwise be known by the receiving party to be confidential, including but not limited to Intellectual Property Rights, know-how, trade secrets, processes, plans and financial information, data concerning business relationships, strategic objectives and planning, business activities, but excludes information which becomes public knowledge or is in the public domain by reason of becoming public property other than by fault on the part of the receiving party.
- 1.6 “Conflict of Interest” means a situation where:
- 1.6.1 the personal or business interests of a Member, Officer or agent of the Corporation are in conflict with the interests of the Corporation; or
 - 1.6.2 a personal gain, benefit, advantage or privilege is directly or indirectly given to or received by a Member, Officer or agent or a person related to any one of them as a result of a decision by the Corporation;
- and includes:
- a. the Corporation giving a direct or indirect gain, benefit, advantage or privilege to a Member, Officer or agent or a person related to any one of them;
 - b. a Member, Officer or agent or a person related to any one of them receiving a direct gain, benefit, advantage or privilege from the Corporation as a result of the person's position within the Corporation;

- c. the Corporation, in offering housing accommodation or in setting rents or other occupancy charges, giving any advantage or privilege to Members who are tenants that is not available to tenants who are not Members.
- 1.7 “Corporation” means the District of Nipissing Social Services Administration Board.
- 1.8 “District” means the District of Nipissing.
- 1.9 “Head Office” means the registered head office of the Corporation as from time to time designated by the Members.
- 1.10 “Intellectual Property Rights” means all right, title and interest in and to all intellectual property rights of any kind, whether registered or not, including domestic and foreign trade-marks, business names, trade names, domain names, trading styles, patents, trade secrets, software, documentation and copyrights, whether registered or unregistered, and all applications for registration thereof, and all goodwill associated with any of the foregoing;
- 1.11 “Law” means means any domestic or foreign law including any statute, subordinate legislation, and any guideline, directive, rule, standard, requirement, policy, order, judgment, injunction, award or decree of a government authority having the force of law.
- 1.12 “Member” means a person appointed to the Corporation and representing one or more areas of jurisdiction serviced by the Corporation.
- 1.13 “Nomination Day” means the first day during the election for a new municipal council on which it can be determined that one of the following applies to the new Members that will take office for the next term:
 - A) If the Corporation will have the same number of Members as previously appointed, the newly appointed Members will include less than three-quarters of the Members of the previously appointed Board of Directors.
 - B) If the Corporation will have more Members than the previously appointed Board of Directors, the newly-appointed Members will include less than three-quarters of the previously appointed Members or, if the newly appointed Members will include at least three-quarters of the previously appointed Members, three-quarters of the previously appointed Members will not constitute, at a minimum, a majority of the newly-appointed Members.
 - C) If the Corporation will have fewer Members than the previously appointed Board of Directors, less than three-quarters of the newly appointed Members will have been previously appointed Members or, if at least three-quarters of the newly appointed Members will have been previously appointed Members, three-quarters of the newly appointed Members will not constitute, at a minimum, a majority of the previously appointed Members.
- 1.14 “Officer” is as defined in section 11.1 of this By-law number 1.

- 1.15 “Person related to any one of them” means a parent, spouse, same-sex partner, child, household member, sibling, uncle, aunt, nephew, niece, mother-in-law, father-in-law, sister-in-law, brother-in-law or grandparent of a Member, Officer or agent or a person with whom a Member, Officer or agent has a direct or indirect pecuniary interest.
- 1.16 For the purposes of this By-law, the Members may be collectively referred to as the “Board of Directors”, and a resolution of the Board of Directors shall be deemed to be a resolution of the Members. A resolution of the Board of Directors may also be referred to herein as a resolution of the Members.
- 1.17 Unless a contrary intention clearly appears in this By-law, words importing the singular include the plural and vice versa.

2 PURPOSE – GENERAL BUSINESS BY-LAW

- 2.1 The Corporation is governed by the *District Social Services Administration Act*, R.S.O. 1990 c. D. 15, Ontario Regulation 278/98 and any other regulation under the Act.
- 2.2 The General Business By-law establishes consistent procedures for the Corporation’s Members to guide decision-making, and to define the Members’ authority and role in the operations of the Corporation.

3 AMENDMENTS TO BY-LAWS – GENERAL

- 3.1 Seven (7) days’ written notice shall be delivered to Members of any recommendation to amend the By-laws of the Corporation. Thirty (30) days’ written notice shall be delivered to those municipalities serviced by the Corporation when amendments to the By-laws are being recommended. Amendments to the By-laws shall be approved by a resolution of the Board of Directors receiving the vote of two thirds of all Members, at a duly called meeting of the Board of Directors.

4 CORPORATE STATUS/CORPORATE SEAL

- 4.1 The Corporation shall be a corporation as established by the *District Social Services Administration Board Act*. The number of Members, the areas that each represents and the manner and term of their appointment shall be set out in the Act and the regulations.
- 4.2 The seal of the Corporation shall be kept by the Secretary at the Head Office.

5 FRENCH LANGUAGE SERVICES

- 5.1 It is the commitment of the Corporation to make French language services available in the conduct of business of the Corporation, and to ensure that all persons including program recipients are able to communicate in French with, and to receive available services in French from, the Head Office or any satellite office of the Corporation. The Corporation recognizes and agrees to comply with the commitments upon which the

Corporation is prescribed by law, including but not limited to the *French Language Services Act*, R.S.O. 1990, c. F.32, as amended.

6 OFFICES

- 6.1 The Head Office of the Corporation shall be in the District of Nipissing.

SECTION B – ROLES AND DUTIES

7 ROLE OF THE MEMBERS

- 7.1 The role of the Members is to provide overall governance responsibility for the Corporation and to carry out the following:
- 7.1.1 To represent the public and to consider the well-being of all the member municipalities and Territories Without Municipal Organization;
 - 7.1.2 To develop and abide by the policies and programs of the Corporation;
 - 7.1.3 To determine which services the Corporation provides and to carry out the duties of the Corporation under the Act, the *Ontario Works Act*, the *Child Care and Early Years Act*, the *Housing Services Act*, the *Emergency Management and Civil Protection Act*, the *Ministry of Health and Long-Term Care Act*, and the related regulations;
 - 7.1.4 To ensure that administrative practices and procedures are in place to implement the decisions of the Corporation;
 - 7.1.5 To maintain the financial integrity of the Corporation;
 - 7.1.6 To ensure open communication channels with provincial government ministries, specifically the Ministry of Education, the Ministry of Community, Family and Children's Services, the Ministry of Labour, Training and Skills Development, the Ministry of Health and Long-Term Care, and the Ministry of Municipal Affairs and Housing through fostering positive working relationships.
- 7.2 The Board of Directors shall authorize the Chair and/or the Chief Administrative Officer or their delegate to act as spokesperson or spokespeople to speak publicly, when required, regarding the actions and plans of the Corporation.

8 TERM AND POWERS OF THE MEMBERS

- 8.1 Number: The Corporation shall have appointed twelve (12) Members as determined by the Act and/or the regulations thereto.
- 8.2 The term for each Member shall be a period of four (4) years commencing on January 1st, of the year following a municipal election, and ending on December 31st in the year in which municipal elections take place.

- 8.3 Generally, a meeting of the Board of Directors will not be held in December of a municipal election year.
- 8.4 Powers: The Members shall oversee the business affairs of the Corporation. Any and all inquiries by Members shall be directed through the Chief Administrative Officer.
- 8.5 Transaction of Business: Business may be transacted by resolutions passed at meetings of Board of Directors or recommendations made by Committees at which a quorum is present. A copy of every resolution in writing shall be kept with the minutes of the proceedings. The Members may resolve to maintain their corporate records in electronic format.
- 8.6 Qualifications of Members: Members shall be Canadian citizens, who are at least eighteen (18) years of age with power under law to contract, who have been appointed by the municipal council for their representative area or by a prescribed election as a representative of a Territory Without Municipal Organization. Members shall meet the qualifications outlined in the Act and regulations. Each Member shall act in the best interests of the Corporation and the clients it serves.
- 8.7 Resignation: A Member may resign upon giving a written resignation to the Chair. Such resignation shall be effective when received by the Chair or at the time specified in the resignation, whichever is later.
- 8.8 Removal: The Members may, by resolution passed at a regular or special meeting of the Board of Directors, remove any Member from office before the expiration of their term. Any removal of a Member shall be approved by a resolution of the Board of Directors receiving a vote of two-thirds of the Members in attendance, where a Member is deemed to be in contravention of the Act, the By-laws or the Corporation's policies.
- 8.9 Vacancy of Office: A Member ceases to hold office when such Member dies, resigns or is removed from office by the Members, becomes disqualified to serve as a Member or is absent from the meetings of the Board of Directors for three (3) consecutive regular meetings of the Board of Directors without being so authorized by resolution of the Board of Directors.
- 8.10 Vacancies: A vacancy among the Members may be filled for the remainder of such Member's term by a qualified person. Municipalities represented by the Corporation have the authority to appoint a Member to a position vacated by another Member, but do not have the authority to remove a Member. Each Member shall act in the best interests of the Corporation.
- 8.11 The Members shall exercise all the powers that the Corporation may legally exercise unless restricted by Law. These powers include, but are not limited to, the following:
- 8.11.1 To enter into contracts or agreements;
 - 8.11.2 To make banking and financial arrangements;
 - 8.11.3 To direct the manner in which any other person or persons may enter into contracts of agreements on behalf of the Corporation;

- 8.11.4 To execute documents;
- 8.11.5 To purchase, lease or otherwise acquire, sell, exchange, or otherwise dispose of real or personal property, securities or any rights or interest for such consideration and upon such terms and conditions as the Members may consider advisable;
- 8.11.6 To borrow on the credit of the Corporation for the purposes of operating expenses, or on the security of the Corporation's real or personal property; and
- 8.11.7 To purchase insurance to protect the property, rights and interests of the Corporation and to indemnify the Corporation, its Members, and Officers from any claims, damages, losses or costs arising from or related to the affairs of the Corporation.

8.12 Remuneration and Expenses: Remuneration of Members will be determined by resolution of the Board of Directors. The Members may be entitled to be reimbursed for travelling, training and other expenses properly and reasonably incurred by them in attending meetings of the Members and Committees and for such other out-of-pocket expenses incurred in respect of the performance of their duties as the Members may from time to time determine.

9 DUTIES OF MEMBERS

- 9.1 Members have a fiduciary duty, a duty of care, and a duty of loyalty to the Corporation. The standard of care set forth provides that all Members and Officers of the Corporation, in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of the Corporation, and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 9.2 Every Member and Officer of the Corporation must also comply with the statutes and regulations of the Province of Ontario that govern the Corporation and the By-laws. No provision in a contract or the By-laws relieves a Member or Officer of their duties.
- 9.3 Every Member and Officer of the Corporation must keep Confidential Information confidential. Information obtained for and from in-camera meetings is not for public dissemination. Disclosing information acquired as the result of being a Member has the effect of making non-public information, public. A Member is in breach of such obligation when such disclosure occurs.
- 9.4 Notwithstanding the forgoing, a Member may be required to disclose Confidential Information if required to do so by Law.
- 9.5 Should a Member wish to publicly disclose in-camera discussion or Confidential Information, a resolution of the Board of Directors passed by a two thirds vote of Members at a duly constituted meeting of the Board of Directors is required prior to disclosure.

- 9.6 Issues discussed in-camera are deemed to be confidential information and cannot be disclosed without the authority of the Members, as prescribed in section 9.5.

10 CONFLICT OF INTEREST

- 10.1 Each Member individually, and the Corporation's Officers shall closely monitor its relationships, arrangements, contracts and agreements, and not engage in any relationships, arrangements, contracts and agreements that may result in a Conflict of Interest. The Members, individually and collectively, as well as the Officers, shall ensure compliance with this requirement.
- 10.2 Former Members and Officers of the Corporation may not apply for employment with the Corporation or seek to enter into a contract to supply services to the Corporation directly or indirectly until the expiry of twelve (12) months following the date upon which such person ceases to be a Member or Officer.
- 10.3 A Member shall not participate in that part of any meeting of the Board of Directors in which the Members deliberate, issue a tender, or vote on a contract or employment position for which a Member has a potential or actual Conflict of Interest.
- 10.4 A Member, Officer or agent of the Corporation must notify the Chair of the Corporation of every potential or actual Conflict of Interest no later than the first meeting of the Board of Directors after the Member, Officer or agent becomes aware that they are in a situation of a potential or actual Conflict of Interest, or request to have entered in the minutes of meetings of Members the nature and extent of their interest.
- 10.5 The decision of the Members on the existence of a potential or actual Conflict of Interest shall rest with the Members. In the event that the Members are unable to render a decision as to whether or not a Conflict of Interest exists, the Chair shall render a decision, which shall be binding upon the Corporation, Members, and Officers.
- 10.6 The Members shall have exclusive authority in the determination of a potential or actual Conflict of Interest.
- 10.7 In situations of potential or actual Conflict of Interest, a Member may proactively seek legal advice respecting such potential or actual Conflict of Interest, and the Board of Directors, by resolution, shall pay the costs incurred by the Member in seeking legal advice.

11 OFFICERS OF THE CORPORATION

- 11.1 The Officers of the Corporation shall be the Chair, Vice Chair, Chief Administrative Officer, Secretary, Treasurer and any such Officers as the Members may, by Law, consider necessary.
- 11.2 **Appointment:** The Members may from time to time designate the Officers of the Corporation, appoint Officers (and assistants to Officers), specify their duties and delegate to such Officers powers to manage the day-to-day business and affairs of the Corporation. A Member may be appointed to any office of the Corporation. Except for

the Chair of the Corporation, an officer may be, but need not be, a Member. Two or more offices may be held by the same person.

11.3 Term of Office and Removal: In the absence of a written agreement to the contrary, the Members may remove any Officer of the Corporation, with or without cause, by resolution of the Board of Directors passed by a two-thirds vote of the Members at a duly constituted meeting of the Board of Directors. Unless so removed, an Officer shall hold office until their successor is appointed or until their resignation, whichever shall first occur. The Chair and Vice-Chair shall hold office for one year from the date of appointment. In the event the Chair resigns, dies, or is determined by a qualified medical practitioner to be incompetent before the expiry of their term, the Members shall appoint another Member to act as Chair for the duration of the unexpired portion of the term.

11.4 Description of Offices: Unless otherwise specified by the Members (which may modify, restrict or supplement such duties and powers), the Officers of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers:

11.4.1 Chair: The Chair of the Corporation shall be a Member, and may be reappointed in one or more subsequent years as outlined in the Act. The Chair shall, when present, preside at all meetings of the Board of Directors and shall sign all documents which require the Chair's signature and shall possess and may exercise such powers and shall perform all other duties as may from time to time be assigned to the Chair by the Members.

11.4.2 Vice Chair: The Vice Chair of the Corporation, if one is appointed, shall be a Member, and may be reappointed in one or more subsequent years. The Vice Chair shall be vested with all powers of the Chair and in the absence or inability of the Chair, shall exercise the duties and functions of the Chair.

11.4.3 The Chief Administrative Officer: The Chief Administrative Officer shall be appointed by the Members. The Chief Administrative Officer shall:

- (i) report to the Members;
- (ii) be responsible for all operations of the Corporation;
- (iii) record or delegate accurate minute taking of the Corporation's meetings;
- (iv) ensure that the Corporation's files, records and other relevant written materials are kept, recorded and distributed;
- (v) take a lead role in financial policy development and monitoring of the Corporation's finances; and
- (vi) advise and assist the Members in understanding the Corporation's finances.

Without limiting the generality of the foregoing, the duties and responsibilities of the Chief Administrative Officer shall be as follows:

- 11.4.3.1 To direct and co-ordinate the business of the Corporation in all its branches and departments in accordance with the policy and plans established and approved by the Members;
- 11.4.3.2 To direct and co-ordinate the preparation of plans and programs to be submitted to the Members for approval and to fulfill the mandate of the Corporation;
- 11.4.3.3 To direct and co-ordinate the compilation, consideration and presentation to the Members, recommendations arising from departmental operations, which require the Members' approval and to propose by-laws or resolutions arising from such recommendations;
- 11.4.3.4 To direct the preparation and compilation of and to present to the Members, the annual budget of estimates of revenues and expenditures;
- 11.4.3.5 To exercise general financial control over all departments in terms of the approved appropriation;
- 11.4.3.6 To act as spokesperson and direct collective bargaining with all the Corporation's employees within collective bargaining units, to recommend to the Members agreements concerning wages, salaries and working conditions, and, upon approval by the Members, to administer such agreements and in general to be responsible for wage and salary administration, subject to normal grievance procedures, and to recommend to the Board of Directors or its appropriate Committee, a system of grievance procedures for such employees that are not covered by existing agreements, or included in collective bargaining units;
- 11.4.3.7 To have full control and direction of all employees subject to the human resources policies;
- 11.4.3.8 To appoint, employ, suspend or dismiss employees not covered by collective bargaining agreements according to annual budgets, organizational structures and policies and salary scales as approved by the Members from time to time and to appoint and employ all other employees of the Corporation in accordance with procedures obtained in collective bargaining agreements and to suspend or dismiss such employees for cause, subject to the normal grievance procedures contained in the relevant collective bargaining agreements;
- 11.4.3.9 To present to the Members reports and information regarding progress and accomplishments in programs and projects, the status of revenues and expenditures, and the

general administration of the Corporation;

- 11.4.3.10 To have cognizance of all communications to the Corporation and to receive all communications to direct the submission of the same to the Members together with their recommendations thereon;
- 11.4.3.11 To attend all meetings of the Board of Directors;
- 11.4.3.12 The CAO is authorized to seek legal advice and representation where necessary to protect, preserve or assert the best legal interests of the DNSSAB, and is authorized to pay any expenses, disbursements or costs reasonably incurred by or awarded against the DNSSAB within the CAO's delegated authority limits. The CAO will notify the Board of Directors of any legal proceedings against the DNSSAB and of legal advice touching the legal affairs of the Corporation over \$150,000 as soon as is reasonably practicable; and
- 11.4.3.12 To perform such other duties and exercise such other powers as the Members may from time to time lawfully assign to them.

The Chief Administrative Officer shall not be dismissed except by a resolution approved by a majority of the Members at a duly called meeting of the Members; provided that no such resolution shall be presented for consideration at any meeting of the Members unless written notice thereof shall have been given to the Members at least ten (10) days prior to such meeting and the Chief Administrative Officer has been given an opportunity to be heard by the Members.

11.5.4 Secretary: The Secretary shall be appointed by the Members. The Secretary, when in attendance, shall be the Secretary of all meetings of the Board of Directors and Committees of the Board of Directors; regardless of whether or not the Secretary attends meetings of the Board of Directors and Committees of the Board of Directors, the Secretary shall enter or cause to be entered in the Corporation's minute book minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, notices to Members, auditors and members of Committees; they will ensure custodial care of the corporate seal and of all the books, papers, records, correspondence and documents belonging to the Corporation.

11.5.5 Treasurer: The Treasurer shall be appointed by the Members. The Treasurer will ensure that full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account are kept and disburse funds of the Corporation as directed by the Members. The Treasurer shall render to the Members an account of their transactions as treasurer and of the financial position of the Corporation. The Treasurer is authorized to transfer approved budgeted resources between departments in order to effect change pursuant to this by-law.

- 11.6 **Standard of Care:** Every Officer of the Corporation in exercising their powers and discharging their duties honestly and in good faith with a view to the best interests of the Corporation shall exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances. Every Officer of the Corporation shall comply with the By-laws and all applicable Laws.
- 11.7 **Limitation on Liability:** Provided that the standard of care required of them has been satisfied, no Member or Officer shall be liable for the acts, receipts, neglects or defaults of any other Member or Officer or employee, for joining in any receipt of other act for conformity, or any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities, or effects of the Corporation have been deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune which shall happen in the execution of their office or in relation thereto, unless the same are occasioned by their own willful neglect or default.
- 11.8 **Indemnification of Members and Officers:** Subject to any applicable laws, the Corporation shall indemnify a Member or Officer of the Corporation, a former Member or Officer of the Corporation or a person who acts or acted at the Corporation's request as a Member or Officer, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of civil, criminal or administrative action or proceeding to which they were made a party by reason of being or having been a Member or Officer of the Corporation if:
- 11.8.1 They acted honestly and in good faith with a view to the best interests of the Corporation; and
- 11.8.2 In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable ground for believing that their conduct was lawful.
- The Corporation shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by Law.
- 11.9 **Insurance:** The Corporation may purchase and maintain such insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding section as the Members from time to time may determine.

SECTION C – FINANCIAL

12 FINANCIAL YEAR

- 12.1 The fiscal year-end of the Corporation shall be December 31 of each year.

13 BOOKS AND RECORDS

- 13.1 The Members shall ensure that all necessary books and records of the Corporation required by the By-laws of the Corporation are regularly and properly kept.

14 AUDITORS

- 14.1 On an annual basis, the Members will appoint an auditor to audit the accounts of the Corporation.

15 FINANCIAL TRANSACTIONS, ETC.

- 15.1 All financial transactions and contracts of the Corporation shall be signed as provided for in the Corporation's purchasing policy.

16 DISSOLUTION

- 16.1 It is specifically provided that in the event of dissolution or winding-up of the Corporation, all its remaining assets after payment of its liabilities shall be distributed to the municipalities in the District, according to a formula to be approved by the Members.

SECTION D – RESTRICTIONS

17 RESTRICTED ACTS AFTER NOMINATION DAY

- 17.1 The Members shall not take any action described in subsection 17.3 after Nomination Day.

17.2 Basis for determination

If a determination under section 17.1 is made:

17.2.1 After Nomination Day but before voting day, the determination shall be based on the nominations submitted for re-election by current Members that have been certified and any acclamations made to the new councils or Territory Without Municipal Organization; or

17.2.2 After voting day, the determination shall be based on the declaration of the results of the election including declarations of election by acclamation.

17.3 Restrictions

The actions referred to in section 17.1 are:

- a) the appointment or removal from office of any Officer of the Corporation;
- b) the hiring or dismissal of any non-union management employee of the Corporation;
- c) the disposition of any real or personal property of the Corporation which had a value exceeding Fifty Thousand Dollars (\$50,000) when it was acquired by the Corporation; and

- d) the making of any expenditures or incurring any other liability which exceeds Fifty Thousand Dollars (\$50,000) which had not previously been budgeted for or approved of.

17.4 Exception

Subsection 17.3(c) does not apply if the disposition or liability was included in the most recent budget adopted by the Members before Nomination Day in an election year.

17.5 Powers unaffected

Nothing in this section prevents any person or body exercising authority delegated by the Members.

SECTION E – RETENTION PERIOD FOR DOCUMENTS

18 RETENTION PERIODS FOR DOCUMENTS, RECORDS AND OTHER PAPERS OF THE CORPORATION

- 18.1 The Corporation will abide by all standards of the Ministry of Children, Community and Social Services, Ministry of Municipal Affairs and Housing, Ministry of Health and Long Term Care and the Ministry of Labour, Training and Skills Development and all relevant Law with respect to the retention periods during which the receipts, vouchers, instruments, rolls or other documents, records and papers must be kept by the Corporation.

ENACTED AND PASSED THIS XX, Resolution #XX

Dated at North Bay, Ontario this XX and signed by all Members.

_____	_____
_____	_____
_____	_____
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BY-LAW NUMBER 2 **PROCEDURE BY-LAW**

SECTION A – INTRODUCTION

1 DEFINITIONS

- 1.1 “Act” means the *District Social Services Administration Act*, R.S.O. 1990 c. D. 15.
- 1.2 “Board” means the Board of Members of the By-law Number 1 of the District of Nipissing Social Services Administration Board.
- 1.3 “By-Laws” By-law Number 1, being the General Business By-law and By-law Number 2, being the Procedure By-law, of the District of Nipissing Social Services Administration Board.
- 1.4 “Chair” is as defined in section 11.4.1 of By-Law Number 1.
- 1.5 “Chief Administrative Officer” is as defined in section 11.4.3 of By-Law Number 1.
- 1.6 “Committee” is as defined in section 2 of By-law Number 2.
- 1.7 “Committee Member” means a member of a Committee.
- 1.8 “Confidential Information” includes any information, either oral, written or recorded in any manner, that one party (disclosing party) furnishes to another party (receiving party) or to which the receiving party has access which is marked as confidential, simply treated as such by the disclosing party or should otherwise be known by the receiving party to be confidential, including but not limited to Intellectual Property Rights, know-how, trade secrets, processes, plans and financial information, data concerning business relationships, strategic objectives and planning, business activities, but excludes information which becomes public knowledge or is in the public domain by reason of becoming public property other than by fault on the part of the receiving party.
- 1.9 “Conflict of Interest” means a situation where:
- 1.9.1 the personal or business interests of a Member, Officer or agent of the Corporation are in conflict with the interests of the Corporation; or
 - 1.9.2 a personal gain, benefit, advantage or privilege is directly or indirectly given to or received by a Member, Officer or agent or a person related to any one of them as a result of a decision by the Corporation;

In addition, includes:

- a. the Corporation giving a direct or indirect gain, benefit, advantage or privilege to a Member, Officer or agent or a person related to any one of them;
 - b. a Member, Officer or agent or a person related to any one of them receiving a direct gain, benefit, advantage or privilege from the Corporation as a result of the person's position within the Corporation;
 - c. the Corporation, in offering housing accommodation or in setting rents or other occupancy charges, giving any advantage or privilege to Members who are tenants that is not available to tenants who are not Members.
- 1.10 "Corporation" means the District of Nipissing Social Services Administration Board.
- 1.11 "District" means the District of Nipissing.
- 1.12 "Head Office" means the registered head office of the Corporation as from time to time designated by the Members.
- 1.13 "Intellectual Property Rights" means all right, title and interest in and to all intellectual property rights of any kind, whether registered or not, including domestic and foreign trade-marks, business names, trade names, domain names, trading styles, patents, trade secrets, software, documentation and copyrights, whether registered or unregistered, and all applications for registration thereof, and all goodwill associated with any of the foregoing;
- 1.14 "Law" means means any domestic or foreign law including any statute, subordinate legislation, and any guideline, directive, rule, standard, requirement, policy, order, judgment, injunction, award or decree of a government authority having the force of law.
- 1.15 "Member" means a person appointed to the Corporation and representing one or more areas of jurisdiction serviced by the Corporation.
- 1.16 "Nomination Day" means the first day during the election for a new municipal council on which it can be determined that one of the following applies to the Members that will take office for the next term:
 - A) If the new Board of Directors will have the same number of Members as the outgoing Board of Directors, the new Board of Directors will include less than three-quarters of the Members of the outgoing Board of Directors.
 - B) If the new Board of Directors will have more Members than the outgoing Board of Directors, the new Board of Directors will include less than three-quarters of the Members of the outgoing Board of Directors or, if the new Board of Directors will include at least three-quarters of the Members of the outgoing Board of Directors, three-quarters of the Members of the outgoing Board of Directors will not constitute, at a minimum, a majority of the Members of the new Board of Directors.
 - C) If the new Board of Directors will have fewer Members than the outgoing Board of Directors, less than three-quarters of the Members of the new Board of Directors will have been Members of the outgoing Board of Directors or, if at least three-quarters of the Members of the new Board of Directors will have been Members of the outgoing Board of Directors, three-quarters of the Members of the new Board of

Directors will not constitute, at a minimum, a majority of the Members of the outgoing Board of Directors.

- 1.17 “Officer” is as defined in section 11.1 of By-law number 1.
- 1.18 “Person related to any one of them” means a parent, spouse, same-sex partner, child, household member, sibling, uncle, aunt, nephew, niece, mother-in-law, father-in-law, sister-in-law, brother-in-law or grandparent of a Director, Officer or agent or a person with whom a Member, Officer or agent has a direct or indirect pecuniary interest.
- 1.19 For the purposes of this By-law, the Members may be collectively referred to as the “Board of Directors”, and a resolution of the Board of Directors shall be deemed to be a resolution of the Members. A resolution of the Board of Directors may also be referred to herein as a resolution of the Members.
- 1.20 Unless a contrary intention clearly appears in this By-law, words importing the singular include the plural and vice versa.

SECTION B – ROLES AND DUTIES

2 COMMITTEES OF THE CORPORATION

2.1 General

- 2.1.1 All Committee meetings shall be open to the public, except meetings held in camera.
- 2.1.2 No Committee shall have the authority to bind the Corporation or the Members, unless authorized by resolution of the Board of Directors.

2.2 Duties of the Committees

The purpose of Committees is to facilitate the business of the Corporation. Committees shall operate with the terms of reference established by and approved by the Members.

2.3 Committees:

- 2.4.1 The Finance and Administration Committee will be considered a Committee of the whole, and may meet to review the agenda of the Board of Directors and to provide advice to the Chief Administrative Officer concerning the resolution of, or recommendations on financial matters, contract management and strategic priority projects.
- 2.4.2 The Community Services Committee will consider resolutions or recommendations related to program or service delivery such as social services and employment, children’s services, emergency medical services, and housing services. The Community Services Committee will be comprised of a minimum of eight (8) Members with equal representation from the municipalities within the District and the City of North Bay.

- 2.4.3 As required, ad hoc Committees may be established by motion of the Board of Directors to deal with matters before the Board. An ad hoc Committee may have any number of Committee Members who are interested in the issues at hand. Ad hoc Committees will report recommendations to the Board of Directors.
- 2.4.4 Election of the Committee Chair: The Chair of a Committee shall be elected by the Committee Members and recommended to the Board of Directors for approval at its next regular meeting. The Chair of a Committee shall hold office for one year from the date of appointment. In the event the Chair of a Committee resigns, dies, or is determined by a qualified medical practitioner to be incompetent before the expiry of their term, the Members of the Committee shall appoint another Member to act as Chair of a Committee for the duration of the unexpired portion of the term. The Chair of a Committee may be elected for multiple consecutive terms.
- 2.4.5 Committee Membership: Membership upon the Community Services Committee or upon ad hoc Committees will be determined by resolution of the Board of Directors. The Chair of the Board of Directors is an ex-officio Member of all Committees.
- 2.4.6 Committees shall make recommendations to the Board of Directors on any matter considered by it, which requires a decision of the Board of Directors, by way of Committee report(s) or a recommended motion.
- 2.4.7 Meetings of standing Committees or ad hoc Committees may be held at any time and place to be determined by the Committee Members provided that forty-eight (48) hours' written notice of such meeting shall be given to each committee member. For special or emergency meetings, such notice periods may be waived, provided two-thirds of the Committee Members agree by telephone/email poll to the waiver. No error or omission in giving notice of any meeting of a Committee or any adjourned meeting of the Committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat. Any Committee Member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

SECTION C – MEETING PROCEDURES

3 MEETINGS

- 3.1 All Board of Directors meetings shall be open to the public, except meetings held in camera.

4 DURATION

- 4.1 The duration of a meeting shall not exceed three (3) hours, unless a majority of Members votes otherwise.

5 MEETING TIME

- 5.1 The Chair of the Board of Directors, or in their absence, the Vice Chair shall call Members to order as soon after the meeting time and a quorum is present.
- 5.2 If the Chair of the Board of Directors and Vice Chair are not present within ten (10) minutes after the scheduled meeting time, the Secretary shall call the Members to order if a quorum of Members is present. A Member shall be chosen from among those present to be the presiding officer during the meeting or until the arrival of the Chair or Vice Chair.
- 5.3 In the election of a presiding officer, the Secretary shall call the meeting to order and preside.
- 5.4 If there is no quorum within fifteen (15) minutes after the meeting time, the Secretary shall call the roll, take down the names of the Members present, and declare the meeting cancelled.
- 5.5 The date and time of regular Board of Directors meetings for the upcoming year shall be established by resolution no later than the last regular meeting in each calendar year.
- 5.6 The Members may change the date and time of any regular meeting by resolution, or by notice of the Chair.

6 INAUGURAL MEETING

- 6.1 The inaugural meeting date shall:
 - 6.1.1 be established by the retiring Members in each election year;
 - 6.1.2 be binding upon the new Members; and
 - 6.1.3 be held not later than the end of February of the year immediately following the election year.

7 PARTICIPATION BY ELECTRONIC METHODS

- 7.1 A Member may participate in a meeting of the Board of Directors or in a meeting of a Committee of Members by means of such telephone or other technologies that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Member participating in such a meeting by such means is deemed to be present at that meeting.

8 CALLING OF MEETING

- 8.1 Lack of receipt of the notice of a regular meeting shall not affect the validity of holding the meeting or any action taken thereat provided a quorum is established.

9 ATTENDANCE

- 9.1 Members shall notify the Secretary or designate if they are not able to attend the regular meeting of the Board of Directors. Attendance of Members shall be recorded.

10 REGULAR MEETINGS OF THE BOARD OF DIRECTORS

- 10.1 The date and time of regular meetings of the Board of Directors for the upcoming year shall be established by resolution no later than the last regular meeting in each calendar year, with the exception of the inaugural year in which the annual meeting calendar will be established at the inaugural meeting. The annual meeting calendar can be changed at any time with the consent of the majority of the Members for the purposes of ensuring the highest level of Member participation. A copy of any resolution of the Board of Directors fixing the date, place and time of such regular meetings of the Board of Directors shall be sent to each Member forthwith after being passed, but no other notice shall be required for any such regular meetings except where required by legislation.
- 10.2 Any Member wishing to place an item on the agenda may make a request to do so through the Chair or Chief Administrative Officer no later than ten (10) days prior to the meeting.
- 10.3 The meeting package shall be delivered to each Members' designated email address at least five (5) days prior to the upcoming meeting of the Board of Directors, unless special circumstances prevent the package from being distributed within the established timeframe.
- 10.4 The draft agenda of a meeting of the Board of Directors shall be published online in advance of the Board of Directors meeting.
- 10.5 Immediately following the Board of Directors meeting, the meeting package will be published online through the Corporation's website.

11 SPECIAL MEETINGS

- 11.1 Special meetings of the Board of Directors may be held at any time at the call of the Chair. The purpose of the special meeting must be stated in the notice and no other business will be transacted without the consent of the majority of the Members. The meeting notice must be sent to all Members. Lack of receipt of notice of a special meeting shall not affect the validity of holding the meeting or any action taken thereat provided a quorum is obtained.
- 11.2 Notice of special meetings of the Board of Directors shall be given to every Member of the Board of Directors with not less than forty-eight (48) hours' notice (excluding Sundays and holidays) before the date of the special meeting. Notwithstanding the foregoing, notice of a meeting shall not be necessary if all of the Members are present, and none object to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of a special meeting continuance is not required if the time and place of the forthcoming meeting is established at the original special meeting.
- 11.3 The Notice of special meeting shall be in the form of a written agenda accompanied by its supporting documents. This package is prepared by Chief Administrative Officer in

consultation with the Chair. Minutes of the previous regular meeting and any special meetings shall be provided to the Members in the same manner as the agenda. The package shall be delivered to the Members designated email address. Immediately following the special meeting of the Board of Directors, the package will be distributed to appropriate Officers and employees and it will be posted for the public. The agenda of a special meeting of the Board of Directors shall be published online in advance of the meeting of the Board of Directors.

12 EMERGENCY MEETINGS

- 12.1 Emergency meetings may be called when a decision or response from the Board of Directors is required within forty-eight (48) hours. Notices of an emergency meeting will be sent to all Members by electronic communication and/or by telephone. The purpose of the emergency meeting must be stated in the notice and no other business will be transacted without the consent of the majority of the Board of Directors. Lack of receipt of notice of an emergency meeting shall not affect the validity of holding the meeting or any action taken thereat provided a quorum is obtained.

13 QUORUM

- 13.1 Quorum shall be comprised of the majority, being fifty percent plus one (50%+1), of the Board of Directors, which shall include the Chair.

14 DELEGATIONS

- 14.1 Delegation Wishing to Appear Before the Board and Committees:

14.1.1 Public presentations will be received at both regular and special meetings of the Board of Directors and Committees. Presentations at regular meetings shall be on a subject within the jurisdiction or influence of the Board of Directors. Presentation at the special meeting shall be related to the agenda item.

14.1.2 Persons wishing to make a formal presentation to the Board of Directors or Committees must register with the Secretary two (2) weeks prior to any regular meeting and two days prior to a special meeting, and must provide the Secretary with a copy of the presentation to be included in the Board of Directors or Committee package sent to Members or Committee Members one (1) week in advance of the meeting.

14.1.3 The maximum number of presenters at any presentation (including the spokesperson) shall be two (2).

14.1.4 The Secretary shall inform the presenter of the guidelines affecting the presentation (e.g. 10 minutes maximum time, maximum number of presenters being 2 and adherence to the subject) and to obtain and acknowledgement by the presenter of their understanding of those guidelines.

- 14.1.5 A public presentation, which has been registered with the Secretary, may address a matter of the Corporation's jurisdiction for up to ten (10) minutes.
- 14.1.6 No delegation shall be permitted when the subject matter to be addressed is related to a recommendation of any tribunal that has conducted a hearing under the *Statutory Powers Procedures Act*, R.S.O 1990, c.22, as amended.
- 14.1.7 No person will be permitted to address the Board of Directors with respect to a labour management dispute or issue, unless provided by legislation.
- 14.1.8 Once a delegation has been heard by the Board or a Committee, subsequent presentations by the same delegation on the same or substantially the same matter shall not be heard within one (1) year from the previous delegation.
- 14.1.9 No presenter shall speak disrespectfully of any person; use offensive words or unparliamentarily language; speak on any subject other than the subject for which they received approval to address; or disobey the rules of order or a decision of the Chair.
- 14.1.10 After the presenter has completed the presentation, Members shall each have the opportunity to ask questions for clarification purposes only, and without debate.
- 14.1.11 The Chair may curtail any presenter, any questions of a presenter, or debate during a presentation, for disorder or for any breach of this Procedure By-law and, should the Chair rule that the presentation is concluded, the presenter shall withdraw immediately and shall be given no further audience by the Board of Directors.
- 14.1.12 Presentations are not allowed on employer/employee matters from individuals or unions/organizations representing employees where the matters to be presented are part of a collective agreement or where there is a contractual agreement with the Corporation.
- 14.1.13 Presentations by the Corporation's employees are limited as per above.

15 MINUTES AND RECORDING OF MEETINGS

- 15.1 The Minutes of the meetings of the Board of Directors and Committees shall record:
 - 15.1.1 the place, time and date of the meeting;
 - 15.1.2 the names of the presiding Officer and a record of the Members or Committee Members in attendance; and
 - 15.1.3 the disclosures of a Conflict of Interest.

- 15.2 The minutes of the Board of Directors and its Committees shall be available to the public except where not permitted according to the *Municipal Freedom of Information and Protection of Privacy Act*, and/or other privacy legislation governing the Corporation's programs.

In order to promote positive interpersonal relations amongst Members, employees, and other stakeholders, and to engender trust amongst same, Members and employees are prohibited from creating an audio and/or video recording any proceedings without the expressed knowledge of all other participants. Failure to adhere to this policy, or the belief by any other Member or employee that this policy may have been breached, should be brought to the attention of the Board of Directors, which shall determine the appropriate action. Nothing in this section prohibits the making of personal notes regarding a proceeding and discussions therein.

16 CHAIR

- 16.1 The Chair of any meeting of the Board of Directors or Committee shall be the first recognized and will officiate the roll call of the meeting. If no such Officer is present, the Members shall choose one of their number to be Chair of such meeting.

SECTION D - VOTING & DEBATE PROCEDURES

17 VOTES TO GOVERN

- 17.1 At all meetings of the Board of Directors, every question shall be decided by a simple majority of the votes cast on the question and voting is carried out by a show of hands unless otherwise indicated or required by law.

18 VOTING

- 18.1 Each Member, including the Chair, is entitled to one (1) vote. The Chair shall be entitled to vote at all Committee meetings of the Board of Directors and shall be ex-officio member of all Committees of the Board of Directors and entitled to vote at those meetings, except at the meeting of the Board of Directors, where the Chair shall vote only in the event of an equality of votes, or when a recorded vote has been requested.

19 TIE VOTES

- 19.1 In the event of a tie vote the motion will be considered lost.

20 NEGATIVE VOTES

- 20.1 If any Member present refuses to vote for a decision other than a Conflict of Interest, it shall be recorded as a vote in the negative.

21 RECORDED VOTE

- 21.1 Where required by statute, and whenever any Member, including the Chair, shall request a recorded vote, the names of those who vote for and against the question shall be entered in the minutes, and each Member present shall announce their vote openly.

22 TO AMEND A MOTION

- 22.1 A motion to amend a main motion must be relevant to that motion and properly moved and seconded. An amendment may propose to omit certain words, to insert or add certain words, or to omit certain words in order to insert or add other words.
- 22.3 A sub-amendment may be proposed to an amendment under the same conditions as an amendment is moved to a main motion.
- 22.4 At no time may there be more than one main motion, one amendment and one sub-amendment on the floor. When all three exist, the Chair submits them in the reverse order to which they were moved.
- 22.5 A motion once defeated cannot be re-introduced as an amendment to some other motion. The mover with the consent of their seconder may incorporate a “friendly” amendment into the main motion if the mover and seconder of the amendment are agreeable.

23 RECONSIDERATION

- 23.1 If a motion has been either carried or defeated during a meeting, and at least one Member voted on the winning side wants to have the vote reconsidered, such a Member may make the motion to reconsider.
- 23.2 A Member may move that the motion be reconsidered at the next meeting; however, there shall be no reconsideration unless verbal notice thereof is given at the meeting at which the question was decided.

24 INQUIRES

- 24.1 Inquiries about a matter may be raised by any Member and put to the Chair or through them to the Chair, who may call upon another officer to reply.
- 24.2 No argument of opinion shall be offered or fact stated except as is necessary to explain the inquiry or the answer.
- 24.3 A Member or employee are not to debate the matter.
- 24.4 Inquiries may be in writing or may be made orally.
- 24.5 An Officer shall reply promptly in writing in response to all requests for reports made by a resolution of the Board of Directors.

25 RESCISSION

- 25.1 No matter decided within one (1) year shall be considered for rescission without the prior consent by resolution of two-thirds majority of the whole Board of Directors.

26 RULES OF ORDER

- 26.1 In the event that this By-law does not address an issue, then Robert's Rules of Order shall apply.
- 26.2 All decisions will be made on the basis of motions.
- 26.3 To make a motion, a Member must obtain the floor first.
- 26.4 Every motion must be seconded by another Member.
- 26.5 A motion will not be debated until it has been moved and seconded and put on the floor by the Chair.
- 26.6 There will be only one substantive motion before the meeting at any one time. An amendment may be made to a motion, but may not negate the main motion or materially alter the intent.
- 26.7 After Members debate the motion the Chair shall put the question to a vote and shall announce the results of the vote.
- 26.8 A motion that has been moved and seconded can be withdrawn or modified, if such modifications would not occasion debate if proposed as amendments, with the agreement of the mover.

27 MEETING OF THE BOARD OF DIRECTORS

- 27.1 Conduct of the Chair: The Chair will:
- 27.1.1 call the meeting to order;
 - 27.1.2 determine the presence of a quorum;
 - 27.1.3 announce in proper sequence the business that comes before the Board of Directors;
 - 27.1.4 maintain a list of Members who have signaled the Chair that they wish to speak or ask questions;
 - 27.1.5 recognize Members in order that they have signaled that they wish to speak or ask questions;
 - 27.1.6 state and put to a vote all questions that legitimately come before the Board of Directors as motions, announcing the outcome;
 - 28.1.7 protect the assembly from obviously frivolous or dilatory motions by refusing to recognize them;

- 27.1.8 expedite business;
 - 27.1.9 decide all questions of order;
 - 27.1.10 respond to inquiries of Members relating to parliamentary procedure bearing on the business of the Board; and
 - 27.1.11 declare the meeting adjourned when the Board of Directors so votes.
- 27.2 Members who have already spoken may speak again only after all other Members have been given the opportunity to speak. A Member may not speak more than twice on an issue without a resolution of the Board of Directors. The Chair shall not put any matter to the vote, nor shall any Member move a procedural motion to have the vote taken, until every Member who wishes to speak has spoken at least once.
- 27.3 If the Chair rules that it is beneficial and in the best interests of the Corporation to deal with a question immediately, then this is the action the Board of Directors must take. The Chair's ruling on order or procedure are not debatable, but may be appealed by any Member by motion, duly seconded. If the motion is carried, the Chair's decision is overturned.
- 27.4 If the Chair rules that a motion is contrary to the rules of the Board of Directors, the Chair will tell the Members immediately before putting the question, and will cite the rule or authority applicable to the case without argument or comment.
- 27.5 The Chair may place time limits on speeches and such limits must be the same for all Members.

28 CONDUCT OF MEMBERS AND COMMITTEE MEMBERS

- 28.1 A Member and Committee Member will be courteous and will not engage in any action, which disturbs the meeting.
- 28.2 A Member and Committee Member will not:
- 28.2.1 Use unparliamentary or offensive language, including any expressions or statements in debate or in questions that attribute false or undeclared motives to another Member or employee, charge another Member with being dishonest, be abusive or insulting, or cause disorder in compliance with *Occupational Health and Safety Act* and the *Ontario Human Rights Code*;
 - 28.2.2 Make any noise or disturbance that prevents a Member from being able to participate in a meeting;
 - 28.2.3 Interrupt a Member who is speaking, except to raise a point of privilege or a point of order;

- 28.2.4 Disobey the rules of the Board of Directors, or disobey a decision of the Chair on question of order or practice or on the interpretation of the rules of the Board of Directors.
 - 28.2.5 Speak on any subject other than the subject of debate;
 - 28.2.6 Ask a question except for the purpose of obtaining information relating to the matter under discussion, and then only if the previous speaker, except when a Member recognized as the next speaker wishes to ask a question of the presiding Officer or of an employee, and then only for the purpose of obtaining information, after which the Member shall speak;
 - 28.2.7 Speak for more than ten (10) minutes or more than once on the same question without the leave of the Board of Directors, except that a reply shall be allowed to be made only by a Member who has presented the motion to the Board, but not by any Member who has moved an amendment or a procedural motion; and
 - 28.2.8 Disobey the rules of the Corporation or a decision of the presiding Officer on questions of order or practice or on the interpretation of the rules.
- 28.3 A Member and Committee Member who wishes to speak shall signal the Chair by a raised hand, and wait for recognition by the Chair.
 - 28.4 All remarks and questions, including questions intended for another Member or Officer will be addressed by the Chair.
 - 28.5 The Chair may deny a Member and Committee Member the right to speak on a particular topic if the Member and Committee Member is disruptive or persistently interrupts others.
 - 28.6 The Chair may exclude a Member and Committee Member from the meeting who has been given a warning but continues to disregard the rulings from the Chair.

29 CONDUCT OF THE PUBLIC

- 29.1 Members of the public will be courteous and will not engage in any action which disturbs the meeting.
- 29.2 Members of the public will not:
 - 29.2.1 Make any noise or disturbance that prevents Members from being able to participate in the meeting;
 - 29.2.2 Address the Board of Directors without a prior appointment, or without the permission of the Board of Directors at the meeting; or
 - 29.2.2 Use unparliamentary or offensive language.

- 29.3 The Chair may exclude any member of the public from a meeting for improper conduct or, potential or perceived security risk.

SECTION E - MINUTES AND AGENDAS

30 DISTRIBUTION

- 30.1 Board of Directors and Committee agendas and minutes are public information and will be made available to the public. Copies of all the approved Board of Directors and Committee minutes, with the exception of any optional confidential minutes of in-camera sessions, are retained on file for reference by Members or the public. Minutes of all meetings and motions presented are numbered and indexed by the Secretary to facilitate ready reference.

31 REGULAR MINUTES OF THE MEETINGS OF THE BOARD OF DIRECTORS

- 31.1 Minutes are recorded by the appointed recording Secretary for later transcription in draft form, and forwarded to Members before the next meeting. Additions and corrections are brought to the following full meeting of the Board of Directors for adoption in the minutes.

32 COMMITTEE MINUTES

- 32.1 Minutes of Committee meetings are recorded by the appointed recording Secretary or designate of the Chief Administrative Officer. Additions and corrections are brought forward to the following full meeting of the Board of Directors for adoption in the minutes.

33 NEW BUSINESS

- 33.1 At the beginning of any regular meeting the Chair may announce additional items to be added to the agenda.

34 AGENDA FOR MEETINGS OF THE BOARD OF DIRECTORS

- 34.1 The Secretary shall prepare for the use of the Members an agenda as follows:
- 1) Adoption of Agenda
 - 2) Declarations of Conflicts of Interest
 - 3) Chair's Remarks
 - 4) Approval of Agenda
 - 5) Approval of Minutes
 - 6) Public Presentations/Delegations
 - 7) Report from the Chief Administration Officer, Staff Director and Managers
 - 8) Consent Agenda: All matters deemed by the Secretary, Chair or Chief Administrative Officer as routine, administrative, or considered matters not thought to require debate shall be placed on the Consent Agenda and any Member has the option of removing a Consent Agenda Item for discussion by means of a mover and seconder.

Items removed from the Consent Agenda would require a separate resolution if approval is required.

- 9) Managers Reports
- 10) In-Camera
- 11) Other Business
- 12) Adjournment

34.2 The business shall be taken up in the order in which it stands upon the agenda in all cases except where a majority of the Members otherwise agree.

34.3 Notice of Motion

34.3.1. **Prior to a Meeting:** a motion that is not listed on the agenda may be considered at the meeting of the Board of Directors, by providing the Secretary a copy at least two (2) weeks in advance of the meeting they wish the motion to be heard.

34.3.2 **During a Meeting without Notice:** a motion may be submitted during a meeting without notice, and be recorded in the minutes and placed on the agenda for the next regular meeting.

34.3.3 **Motion without Notice:** In circumstances of an urgent nature, a member may request that a member's motion, for which notice has not been provided, be considered immediately if a vote dispensing with notice is supported by a two-thirds majority of members present.

35 MOTIONS

35.1 A motion shall be formally moved and seconded before the presiding Officer can put the question to a vote or the motion can be recorded in the minutes.

35.2 Immediately preceding the taking of the vote, the presiding Officer or their designate shall summarize the question and response unless asked to state the question precisely in the form in which it will be recorded in the minutes.

35.3 Any Member may require the question of motion under discussion to be read at any time during the debate but not as to interrupt a person while speaking.

35.4 When a question is under debate, the only motions in order shall be:

35.4.1 To extend the time of the meeting;

35.4.2 To refer to a Committee;

35.4.3 To amend;

35.4.4 To table;

35.4.5 To postpone to a certain time and day; and

35.4.6 To move the previous question.

36 PUBLIC OR CONFIDENTIAL MEETING

36.1 In-camera is a legal term which means “in secret”. In-camera meetings are closed and generally open only to Members and certain management personnel. Other individuals may be included if their presence is considered by the Board of Directors as necessary to facilitate its work.

36.2 A meeting of the Board of Directors will move in-camera to discuss intimate financial or personnel matters or where matters may be disclosed at the meeting of such a nature that the desirability of avoiding open discussion outweighs the desirability of adhering to the principle that the meeting be open to the public.

36.3 The Authority and Procedure for Holding In-Camera Meetings:

With regards to the exceptions listed below, in-camera minutes of a general nature shall be taken by the Secretary. Approval of in-camera minutes provided on canary coloured paper, or separately in a confidential electronic document when meetings are held virtually, shall be at the next in-camera meeting of the Board of Directors or the appropriate Committee meeting and shall be voted on in closed session. The minutes shall be collected prior to returning to open session, or in the case where the meeting is held virtually, the Member shall delete the electronic copy. All in-camera minutes and background reports shall be held by the Secretary in a secure location.

36.4 Exceptions to Open Meetings (In-Camera Protocol)

A meeting or part of a meeting may be closed to the public if the subject matter being considered is:

1. the security of the property of the Board of Directors;
2. personal matters about an identifiable individual, including employees of the Corporation;
3. a proposed or pending acquisition or disposition of land by the Corporation;
4. labour relations or employee negotiations;
5. litigation or potential litigation, including matters before administrative tribunals, affecting the Corporation;
6. advice that is subject to solicitor-client privilege, including communications necessary for that purpose;

7. a matter in respect of which a council, board, Committee or other body may hold a closed meeting under another federal or provincial statute;
 8. information explicitly supplied in confidence to the municipality or local board by Canada, a province or territory or a Crown agency of any of them;
 9. a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
 10. a trade secret or scientific, technical, commercial or financial information that belongs to the Corporation and has monetary value or potential monetary value; or
 11. a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Board of Directors.
- 36.5 Other criteria:
A meeting shall be closed to the public if the subject matter relates to the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act*.
- 36.6 Educational or training sessions:
A meeting of the Board of Directors or of a Committee may be closed to the public if the following conditions are both satisfied:
- 36.6.1. The meeting is held for the purpose of educating or training the Members.
 - 36.6.2. At the meeting, no Member or Committee Member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Board of Directors.
- 36.7 Open meeting
A meeting shall not be closed to the public during the taking of a vote.
- 36.8 Record of meeting
The Board of Directors or a Committee thereof shall record without note or comment all resolutions, decisions and other proceedings at a meeting of the body, whether it is closed to the public or not.
- 36.9 It is clear that both the Act and the By-laws anticipate and allow for certain items to be discussed in-camera. These items again should only be those covered by the By-laws.
- 36.10 In order for to proceed in-camera a motion must be made. This motion can be discussed and voted on. Once the Board of Directors or a Committee thereof has voted in favour of going in-camera, the information discussed should not be disclosed except as outlined in this By-law. Before holding a closed meeting or going in camera, the Board of Directors shall state by resolution the fact of the holding of the closed meeting or going in camera and the general nature of the matter to be considered during the closed meeting or in camera portion of the meeting. As per section 7.1, Members may participate in in-

camera meetings via electronic methods provided the Member ensures total privacy and confidentiality within their surroundings.

ENACTED AND PASSED THIS XX, Resolution #XX

Dated at North Bay, Ontario this XX and signed by all Members.

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