

**AUSABLE BAYFIELD MAITLAND VALLEY
DRINKING WATER SOURCE PROTECTION REGION
SOURCE PROTECTION COMMITTEE**

**GOVERNING RULES OF PROCEDURE,
CODE OF CONDUCT AND CONFLICT OF INTEREST**

28 November 2007

Chair

Project Manager

SPC: 2007-02-04
Resolution

November 28, 2007
Date

November 28, 2007
Effective Date

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**GOVERNING POLICIES
OF THE
AUSABLE BAYFIELD MAITLAND VALLEY SOURCE PROTECTION REGION
SOURCE PROTECTION COMMITTEE
as set by the ABMV Source Protection Committee
effective November 28, 2007**

INTRODUCTION

This governance document is passed under powers conferred on the Committee by the *Clean Water Act, 2006, S.O. 2006*.

The purpose of this document is to set out the standard of conduct expected of Members of the Ausable Bayfield Maitland Valley Source Protection Committee. It also sets out the procedure to be followed by members in disclosing conflicts and perceived conflicts, as well as the consequences of failing to comply with that procedure.

In this document, "Committee" refers to the Ausable Bayfield Maitland Valley Source Protection Committee as defined by Regulation 288/07.

Definitions of terms used throughout the document correspond to those definitions given in Section (1) of the *Clean Water Act, 2006, S.O. 2006* and Regulation 288/07.

Upon appointment to the Committee, each Member shall acknowledge that they have received and read this governance document and in particular, to uphold the Code of Conduct and Conflict of Interest Policy.

CALLING OF MEETINGS

1. The Committee shall generally meet monthly. The Chair shall call regular meetings of the Voting Members and Liaison Members at least ten times each year.
2. The Committee shall at its first meeting and every six months thereafter establish a meeting schedule for the following six months and publish this schedule on the internet.
3. Notice of all Committee meetings shall be conveyed to Members, Liaison Members, municipalities, and to the local media at least 5 days prior to the date of the meetings via the website calendar. The notice shall include the time and place of the meeting and all items to be discussed at the meeting.
4. Anyone wishing notice of meetings shall leave their name and address or email address with the Project Manager. The Project Manager or his or her designate shall inform that person, by email, in writing or by telephone, in advance of other meetings.

5. The Committee shall meet at such time and place as the Chairman shall decide or at other such intervals as the Chairman shall decide.
6. Delegations to a Committee must give 2 weeks notice of their interest in making a presentation. Presentations are limited to 15 minutes plus discussion time. Delegations with written information for consideration of the Committee will provide same 2 weeks prior to the meeting.

ELECTIONS AND APPOINTMENTS

7. The Minister appoints the Chair. An agreement set out with the Lead Authority shall appoint signing authority through the CA. Other officers, such as acting chair, may be elected from among the Voting Members at the first meeting in each calendar year. The role of recording secretary may be assigned to staff.
8. The order of procedure for the elections shall be:
 - (a) The election of the Acting Chair, who shall be a voting member of the Committee, with such elections being conducted by a person appointed by the Committee or the Chair who is appointed by the Minister;
 - (b) Such other elections as the Committee may determine.
 - (c) As the Minister appoints the Chair, the Chair may preside from the outset of the meeting.
 - (d) The election procedure shall be as follows:
 - (i) an open verbal nomination, no seconder required
 - (ii) the calls for nomination
 - (iii) each nominee has the opportunity to speak to his/ her nomination, stating a willingness to stand
 - (iv) motion to close nominations
9. Elections shall be held by secret ballot on those accepting the nomination. Ballots will be distributed to qualified members only and no member may vote by proxy. In the event of a tie the names shall be put into a container and the winner drawn.

FREEDOM OF INFORMATION and PROTECTION OF PRIVACY

10. In keeping with the Freedom of Information and Protection of Privacy Act (FIPPA) and the Municipal Freedom of Information and Protection of Privacy Act (MFIPPA), all meetings are open to the public; all matters arising out of Committee meetings, and supporting technical reports shall form part of the public record and shall be available for public review immediately upon request. Exceptions to the foregoing include the following matters:
 - (a) Personnel Records or Issues
 - (b) On-going Property Negotiations
 - (c) Court cases in which the Committee is involved
 - (d) Discussions which could adversely affect the interests of a third party

- (e) A personal or financial matter about an identifiable individual

Members shall not use confidential information for any improper use which includes, but is not limited to, using confidential information to the benefit of the member's private interest or disclosing confidential information to third parties without the consent of the party to whom the information relates. Any such activity will result in disciplinary action for the member.

PROJECT MANAGER

11. As a minimum, the Project Manager or his or her designate shall:
- (a) give or cause to be given all notices required by this document;
 - (b) keep or cause to be kept accurate records of meetings and accounts of the Committee;
 - (c) carry out or cause to be carried out required financial transactions on behalf of the Committee.

FISCAL YEAR

12. The fiscal year of the Committee shall be the calendar year.

PROCEDURE FOR CONDUCTING MEETINGS

13. These procedures, other than those procedures required by Provincial Statute or Regulation, are established to provide guidance to the Committee, and any non compliance shall not necessarily invalidate the proceedings of the Committee.
14. A quorum is two thirds of the voting members (10 members) plus Chair or acting Chair. If no quorum is present one-half hour after the time appointed for a meeting of the Committee, the Project Manager records the names of those present and the meeting shall stand adjourned until the next meeting.
15. The regulations governing the procedure of the Committee shall be observed in all meetings, as far as they are applicable.
16. The minutes of all meetings of the Committee shall be recorded by the Project Manager or his/her designate.
17. Email notice of all Committee meetings shall be sent to each Member and Liaison Member of the Committee.
18. At a minimum of one week before a meeting the Project Manager or his/her designate shall email or send a copy of the minutes of the previous meeting to the Committee. Approved minutes will be posted on the website.

- 19. The Chair shall conduct all business first through an attempt to reach consensus. The Chair shall determine on each question if the decision has been carried by consensus. Where the Chair determines reasonable efforts to reach consensus have failed, decisions shall be made by a two thirds (2/3) majority vote.
- 20. At any meeting, each Voting Member is entitled to one vote; the Chair cannot vote as per Regulation 288/07.
- 21. A voting member may participate by proxy, with the exception of election votes. The proxy will have written confirmation of the member’s intents. While attendance in person is preferable, where possible a member may participate by telephone.
- 22. A minimum of ten (10) members present including proxies is required upon all matters coming before the meeting, with a two thirds (2/3) majority vote to pass a motion. Abstention from voting upon any matter will be deemed as a blank vote which is neither for nor against the motion.

PRESENT	MINIMUM AFFIRMATIVE
10	7
11	8
12	8
13	9
14	10
15	10

- 23. Where a confidential matter arises, in keeping with Section 10 of this regulation (Freedom of Information and Protection of Privacy), a resolution closing the meeting to the public shall be passed and it shall state the general nature of the subject matter to be discussed.
- 24. In the event of the absence of the Chair and Acting-Chair from any meeting, the Voting Members 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.
- 25. The term of appointment and filling of vacancies shall be done in keeping with Regulation 288/07. Upon a vacancy, due to death, incapacity, resignation or continued absence occurring in any office of the Committee, the Committee shall fill that vacancy in keeping with the regulations. Where the Regulation is silent on a matter, the Committee will proceed to fill the vacancy through the consensus of the sectors identified in Section 40 of this regulation.
- 26. All the current year’s business will be dealt with at the final meeting of that year. The agenda shall include:
 - (a) a report from all Committees
 - (b) presentation of the Financial Statement
 - (c) acknowledgment of out-going Directors

27. The Committee shall enter into an agreement with the Lead Conservation Authority to provide the following services to the Committee:
 - (a) the appointment of an auditor qualified under Section (38) of the Conservation Authorities Act
 - (b) the appointment of a solicitor(s)
 - (c) the naming of a bank(s) with which the Committee will conduct its financial business during the current fiscal year
 - (e) the naming of signing authorities for legal and financial instruments
28. The minutes of the previous meeting shall not be read unless the reading thereof is requested by resolution.
29. The Agenda of the meeting shall be taken up in the order in which it stands on the Agenda unless otherwise decided by the Committee.
30. Written notice of motion may be given by any Voting Member of the Committee and shall be forthwith placed on the Agenda of the next meeting.
31. When a motion is under debate, no motion shall be received other than a motion to amend, to defer action, to refer the question, to take a vote, to adjourn or to extend the hour of closing the procedures.
32. The Chair shall preserve order and decide on questions of order. When the Chair's rule is challenged, the meeting shall forthwith vote to sustain the Chair's ruling or to make a new ruling.
33. After a question has been decided, any Member who voted thereon may with the majority consent at any regular meeting of the Committee thereafter move for reconsideration of the question.
34. No discussion of the main question shall be allowed until the motion for reconsideration is carried, and no question shall be reconsidered more than once at any one meeting.
35. The membership of the Committee shall be in accordance with Regulation 288/07 under the Clean Water Act, R.S. O. 2006.
36. The Chairman and Acting-Chairman are members ex-officio of Working Groups established by the Committee.
37. On an annual basis, the Project Manager will publish an attendance record of Members on the website.
38. As per Regulation 288/07, the Committee can remove a member from office should a Member fail to comply with Section 7 of the Regulation which pertains to residing, owning or renting land or being employed within the Source Protection

Region. In addition, a Member may be removed by the Source Protection Authority or the Chair of the Committee.

PER DIEM

39. (a) Chair shall receive compensation from the province in keeping with their terms of office. Voting Members shall receive a per diem allowance for attending Committee meetings, and any other such meetings to which they are appointed or directed by the Committee to attend in advance of the meeting. First Nations and other Liaison Members will be compensated in keeping with Ministry guidance.
- (b) If no quorum is present, the per diem rate shall be paid to those in attendance.
- (c) Voting Members will be paid for expenses incurred on authorized Committee business. First Nations and other Liaison Members will be compensated in keeping with Ministry guidance.
- (d) All per diem expenses, mileage and allowances to be in accordance with the procedural direction of the Lead Authority.

FUNCTIONS OF MEMBERS, DUTIES AND WORKING GROUPS

40. **Members**

As a duly appointed Voting Member, it is your responsibility to:

- (a) attend Committee meetings;
- (b) become aware and knowledgeable of programs, projects, and activities of the Committee;
- (c) attend public meetings;
- (d) to keep the organizations which you represent informed of Committee programs, projects and activities;
- (e) be prepared to discuss issues at all Committee meetings.

Terms of Office and Vacancies as per Sections 8 and 9 of O. Reg 288/07:

The term of appointment for a member of the committee is three years with extension as per Section 8 of O. Reg 288/07. Vacancies shall be filled following Section 9 of O. Reg 288/07.

Description of Composition as per Section 2 of O. Reg 288/07:

15 members plus a Chair

- 1/3 of the members must reflect the interests of the local municipalities,
- 1/3 of the members must reflect the interests of agriculture, commerce, industry, and small business,
- 1/3 of the members must reflect other interests including environmental and other public interests.

Municipal Sector

Municipal (5)

Economic Sector

Agricultural (3)
Commercial (Business/Tourism) (1)
Industry/Manufacturing (1)

Other Interests

Environmental (2)
Landowner/Property (1)
Public at Large (2)

Liaison (non-voting):

1 from SPA, 1 from Health, 1 from MOE, 2 First Nations

41. **Duties**

Subject to the Clean Water Act and attending Regulations, the Members are responsible to:

- (a) Oversee the preparation of rules of procedure including a code of conduct and conflict of interest policy within the required timeframe;
- (b) Oversee the preparation and submission of a Terms of Reference in the prescribed manner and in keeping with Regulation 287/07 within the required timeframe. This includes a map showing the source protection region boundaries, a list of municipalities within the region, defining which drinking water systems will be subject to the Act and which will not be subject to the act, identification and allocation of tasks, demonstrated consideration for the Great Lakes Agreements and public consultation and the total budget for the ensuing year;
- (c) Provide notice of a drinking water hazard in keeping with Regulation 286/07;
- (d) Oversee the preparation and submission of the Assessment Report in keeping with the Regulations, and technical guidance modules within the prescribed timeframe;
- (e) Oversee the preparation and submission of a Source Protection Plan in keeping with the Regulations within the prescribed timeframe;
- (f) Undertake public consultation as required by Regulation
- (g) Provide a quarterly report of progress to the Source Protection Authorities within the Region.
- (h) Receive the Auditor's statement for the preceding year;
- (i) To co-ordinate with the Lead Authority the authorization of payment of accounts, awarding and entering into contracts where necessary;

42. **Working Groups**

Each Committee may establish Geographic Working Groups:

- (a) to consider and recommend policy direction and actions on programs, projects, etc. to advance drinking water source protection;
- (b) shall have a summary of these meetings circulated to the Committee.

43. Ad Hoc Working Groups

Ad Hoc Working Groups may be designated by the Committee to review specific issues.

SIGNING OFFICERS & DUTIES OF OFFICERS

44. The signing officers of the Committee shall be the signing officers of the Lead Authority.

Duties of Officers**45. Chair**

The Chair of the Committee shall provide direction for all phases of the Committee's activities and shall see that all business of the Committee is conducted in a fair and just manner and shall in particular:

- (a) Represent the Committee at such functions as warrant the interest of the Committee, except where this responsibility is specifically assigned to some other person;
- (b) Direct the Project Manager in the day-to-day operation and administration of the Committee;
- (c) Ensure that all financial activities of the Committee are carried out correctly and with strict observance of all legal requirements and regulations;
- (d) Be "ex-officio", a member of all Working Groups, sub-committees and ad hoc Working Groups appointed from time to time by the Board of Directors;
- (e) Preside over the Source Protection Committee meetings.

46. Acting-Chair

The Acting-Chair of the Committee shall assist the Chair in all ways possible and in particular shall:

- (a) Act as Chair immediately upon the death, incapacity to act, absence, or resignation of the Chairman until such time as a new Chair is appointed or until the Chair resumes his/her duties;
- (b) Act on behalf of the Chair at any function upon the request of the Chair;

47. Project Manager

The Project Manager of the Committee shall be the chief administrative officer of the Committee and to so represent the Committee in such capacity as and when required, subject always to the immediate direction of the Chair of the Committee:

- (a) To administer and coordinate the total program of the Committee;
- (b) To provide direction and instructions for the consultants, contractors and other professional firms and individuals engaged from time to time by the Committee;
- (c) Direct the preparation of material or projects to be undertaken by the Committee and to provide such reports as might be from time to time

- requested by the Committee;
- (d) To be responsible for all documentary requirements necessary to obtain approval under the Clean Water Act;
 - (e) To direct the preparation of all budget estimates for approval in accordance with the requirements of the Committee;
 - (f) To communicate all instructions from the Committee and its various committees to the administration of the Committee and to supervise the carrying out of all such communications;
 - (g) To be responsible for the preparation of reports and correspondence to other agencies, governments and individuals dealing with the policy of the Committee on particular items;
 - (h) In general to act as the Human Resources Officer of the Committee.

INDEMNITY

48. In keeping with Section 99 of the Clean Water Act, 2006, every Member of the Committee and his heirs, executors, administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Committee from and against all costs charges, and expenses whatsoever which Member of the Committee sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him for or in respect of any act, deed, matter or think whatsoever made, done or permitted by him in or about the execution of the duties of his office; all other costs, charges and expenses he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

CODE OF CONDUCT & CONFLICT OF INTEREST

49. Confidential Information

Members have access to confidential information by reason of their participation on the Source Protection Committee and shall conduct themselves in keeping with the 'Freedom of Information and Protection of Privacy' section of this document. Where a Member is unsure of the status of information, before making any release he/she shall discuss it with the Project Manager who may see fit to consult with the Chair.

For example, particular care should be exercised in releasing information relating to the following matters:

- personal information about any individual
- items under litigation
- personnel matters
- information about suppliers provided for evaluation which might be useful to competitors
- sources of complaints about a variety of matters where the identity of the complainant is given in confidence

- items under negotiation
- information supplied in support of license applications, etc., where such information is not part of the public documentation
- schedule of prices in contract tenders
- personal opinions regarding the Committee's policies, regulations and programs should not be given to the public.

The preceding is not an exclusive list.

50. Media Relations

Only the Chair or the Project Manager or his/her designate should comment to the media on policy matters. This policy is not intended to restrict the ability of Members to express an opinion on non-Committee general interest matters, where the Member makes it clear that he/she is commenting as a private citizen and not in his capacity as a SPC Member.

51. Conflicts of Interest

- (a) A Member will be considered to have a conflict of interest where he or she or a member of his or her family (spouse, partner, children, parents, or siblings) has a direct or indirect financial interest in a matter, a contract or proposed contract with the SPC or its agent, the Lead SPA.
- (b) If a potential conflict exists because of a Member's personal or family interest in a property matter, a business dealing with the SPC, or similar circumstance, the Member must advise the SPC of the situation, either verbally or in writing, and this shall be reflected in the minutes. If it is not clear that a conflict exists, than the member should seek independent legal advice.
- (c) Where a Member declares a conflict, they must refrain from comment and withdraw from the room during the deliberations and voting on the matter.
- (d) Members should not engage in private employment or render services for any person or corporation where such employment or services are considered a conflict of interest as defined by the Province of Ontario Conflict of Interest legislation. Where a Member is or becomes involved in such private employment and fails to declare a conflict of interest, the Member must resign from the Committee.
- (e) The conflict of interest policies do not limit members from voting on issues which apply to all areas of the Source Protection Region or voting on matters which result in the issuing of a request for proposals.

52. Prohibited Activities

Members shall not:

- Use SPC property or its Agent's property for personal use.
- Misrepresent their role as a Member to a third party to further the Member's private interest.
- Hold oneself out as an official of the Government of Ontario or infer to a third party that the Member has the capacity to deliver a favourable decision from the government.
- Make representations to a third party that the Government of Ontario has

endorsed the business activity that the Member is engaged in.

- Use the name of the Government of Ontario or the Ministry of the Environment for personal purposes or to further the Member's private interest.
- Members shall not use their position or confidential information for private gain or in anyway that benefits the private interest of the Member or a third party.

Partaking in a prohibited activity will result in disciplinary action.

53. Confidentiality

All Members are required to refrain from the use or transmission of confidential or privileged information while working for the SPC and for two years after membership ends on the SPC.

54. Gifts and Benefits

- (a) In order to preserve the image and integrity of the SPC, business gifts should be discouraged; however, the SPC recognizes that moderate hospitality is an accepted courtesy of a business relationship. Recipients should not allow themselves to reach a position whereby they might be or might be deemed by others to have been influenced in making a business decision as a consequence of accepting such hospitality. The frequency and scale of hospitality accepted should not be greater than the maximum daily meal allowance.
- (b) The "gifts" policy does not apply to gifts received in connection with services to professional organizations or non-profit community groups.

55. Anti-Harassment Policy

Every Member of the Committee, the staff or consultants is entitled to work in an environment that is free from discrimination and/or harassment. The Chair will take prompt and appropriate action to prevent, discourage or respond to incidents of discrimination or harassment. Every Member, staff or consultant of the Committee will deal with their fellows in a fair and equitable manner free from discrimination and/or harassment.

Harassment may include, but is not limited to the following:

(a) **Sexual Harassment**

- unwelcome remarks, jokes, and innuendos or taunting about a person's body, attire, sexual orientation or gender;
- practical jokes of a sexual nature which cause awkwardness or embarrassment;
- displaying pornographic pictures or other offensive material;
- leering (suggestive staring) or other gestures;
- unnecessary physical contact such as touching, patting or pinching;
- physical assault;
- demands for sexual favours or repeated unwanted social invitations

(b) Racial or Ethnic Harassment

- unwelcome remarks, jokes, innuendos or taunting about a person's racial or ethnic background, colour, place of birth, citizenship or ancestry;
- the displaying of derogatory or offensive racist pictures or material;
- refusing to converse or work with an Member or volunteer because of his or her racial or ethnic background;
- insulting gestures or practical jokes based on racial or ethnic grounds, which cause embarrassment or awkwardness;

(c) Other Harassment

- unwelcome remarks jokes, innuendo or taunting about a person's age, record of offenses, marital status, family status, handicap or creed.

(d) A Member or volunteer who feels they are being harassed at work should:

- i. make it clearly known to the offender that their conduct is unacceptable and should not be repeated; and/or
- ii. discuss the situation, in confidence, with the Chair or Project Manager;
- iii. keep a short written record of dates, incidents and names of witnesses, if any;
- iv. if necessary, prepare a written complaint.

(e) Investigation

Upon receipt of a verbal or written complaint, the Chair or Project Manager will conduct an investigation in confidence. If the investigation concludes that harassment has occurred, appropriate disciplinary action will be taken (this may include suspension or termination). If the investigation concludes that the complaint is unfounded the complaint and investigation file will be destroyed. The Member or staff who issued the complaint will be informed of the results of the investigation and of any action taken.

56. Personal Conduct (which interferes with performance of duties)

- (a) Members are expected to conduct themselves in an appropriate manner and any conduct that deliberately frustrates the work of the committee may result in termination of the members' appointment.
- (b) A Member who has concerns about the conduct of another Member regarding compliance with the Code of Conduct or Conflict of Interest Policy should raise concerns with the Chair. The Chair will conduct an investigation following Section 55 (e) of this document.
- (c) A Member who has concerns about the conduct of the Chair regarding compliance with the Code of Conduct or Conflict of Interest Policy should raise those concerns with the Minister. The Minister will conduct an appropriate process to determine compliance.
- (d) The process for a Member's removal from office is defined in Section 22 of O. Reg 288/07.

ACKNOWLEDGEMENT

I, _____, a Member of the Source Protection Committee for the Ausable Bayfield Maitland Valley Source Protection Region, hereby acknowledge that I have reviewed the Governing Rules of Procedure, Code of Conduct and Conflict of Interest Policy for Members of the Source Protection Committee dated _____ and further acknowledge that I understand that it is a condition of my appointment to the Source Protection Committee that I will comply with the Governance Document and, in particular, the Code of Conduct and Conflict of Interest policy.

Date _____

Name

Witness

Code of Conduct

SPC members and staff of the project will conduct themselves in a manner that:

- Supports the objectives of the Committee
- Brings credibility and goodwill to the Committee.
- Respects fair play and due process
- Demonstrates respect for individuals in all manifestations of their cultural diversity and life circumstances
- Respects and gives fair consideration to diverse and opposing viewpoints
- Demonstrates due diligence and dedication in preparation for an attendance at meetings, special events and in all other activities on behalf of the Committee
- Demonstrates good faith, prudent judgement, honesty, transparency and openness in their activities on behalf of the Committee
- Avoids real or perceived conflicts of interest
- Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of Committee business

AMENDMENTS

MOTION # SPC: 2008-01-03

Moved by Marilyn Miltenburg
Seconded by Rowena Wallace

That the SPC Procedural Manual be amended to change the title of Vice-Chair to Acting Chair.

Carried by Consensus.