

## **SECTION A – INTRODUCTION**

### **1 PURPOSE**

- 1.1 The District of Nipissing Social Services Administration Board (DNSSAB) is governed by the District Social Services Administration Act; Ontario Regulations 278/98 and Ontario Regulation 37/99.
- 1.2 The procedural by-laws establish consistent procedures for the DNSSAB Board and Committees to guide decision making, and ensure transparent, fair and open meetings, as well as define the Board's Authority and Role.

### **2 CORPORATE STATUS**

- 2.1 The Board shall be a corporation as established through the District Social Services Administration Board Act (the "Act"). The number of members, the areas that they represent and the manner and term of their appointment shall be set out in the Regulations and Act.

### **3 CORPORATE SEAL**

- 3.1 The seal of the DNSSAB shall be kept by the secretary at the Head Office.

### **4 OFFICES**

- 4.1 The head office of the Corporation shall be in the District of Nipissing. The Board will establish satellite offices in other District Municipalities, as deemed appropriate.

### **5 TERM OF THE BOARD**

- 5.1 Each member of the Board shall begin January 1<sup>st</sup>, of the year following a municipal election for a four year term to end on December 31<sup>st</sup> in the year in which municipal elections take place. Generally, no Board meeting will be held in December of the election year. Exceptions to this can only be made as per sections 8.7 and 8.8.

### **6 AMENDMENTS**

- 6.1 Seven days' notice shall be given to members of the Board of any recommendation to amend the By-Laws of the Board. 30 days' notice will be given to municipalities when changing bylaws. Changes to the By-Law will be accepted with a two-thirds majority vote of the Board.

## **SECTION B – ROLES AND DUTIES**

### **7 ROLE OF THE BOARD**

7.1 The role of the Board is to provide overall governance responsibility in order to be accountable for and to carry out the duties of the Board including:

- 7.1.1 To represent the public and to consider the well-being of all the member municipalities and Territories Without Municipal Organization (TWOMOs);
- 7.1.2 To develop and abide by the policies and programs of the Board;
- 7.1.3 To determine which services the Board provides and to carry out the duties of the Board under the District Social Services Administration Boards Act, the Ontario Works Act, the Child Care and Early Years Act, the Housing Services Act, the Municipal Act and the related regulations or any Act as required including the legislation of the Ministry of Health
- 7.1.4 To ensure that administrative practices and procedures are in place to implement the decisions of the Board;
- 7.1.5 To maintain the financial integrity of the Board;
- 7.1.6 Designating a spokesperson to speak publically, when required, regarding the actions and plans of the Board;
- 7.1.7 To ensure open communication channels with provincial government Ministries, specifically Ministry of Education, Ministry of Children, Community and Social Services, Ministry of Labour, Training and Skills Development, Ministry of Health, and the Ministry of Municipal Affairs and Housing through fostering positive working relationships.

### **8 POWERS OF THE BOARD**

- 8.1 Powers: The Directors shall manage or supervise the management of the business affairs of the Corporation. Any and all inquiries and direction by Board members shall be directed through the Chief Administrative Officer or designate of the Board.
- 8.2 Transaction of Business: Business may be transacted by resolutions passed at meetings 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.
- 8.3 Number: The Board shall consist of 12 members as determined by the Act and/or the regulations thereto.
- 8.4 Qualifications of Members: Directors shall be Canadian citizens, who are at least 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 the unincorporated area. Directors shall meet the qualifications outlined in the Corporation's governing legislation and regulations. Each member shall act in the best interests of the Corporation and the clients it serves.
- 8.5 Resignation: A Director may resign upon giving a written resignation to the Chair and such resignation shall be effective when received by the Chair or at the time specified in the resignation, whichever is later.

- 8.6 Removal: The Board may, by ordinary resolution passed at a regular or special meeting of the Board, remove any Director from office before the expiration of his or her term. Any removal of a member requires a two-thirds majority vote, where a member is deemed to be in contravention of the Act, DNSSAB by-laws or policies.
- 8.7 Vacancy of Office: A Director ceases to hold office when he or she dies, resigns or is removed from office by the Board, becomes disqualified to serve as a Director or is absent from the meetings of the Board for three consecutive regular Board meetings without being authorized by Board resolution.
- 8.8 Vacancies: A vacancy on the Board may be filled for the remainder of its term by a qualified person. Municipalities represented on the Board only have the authority to appoint a member to a position vacated by a member, and do not have the authority to remove a member. Each Board member shall act in the best interests of the District.
- 8.9 The Board members, on behalf of the Corporation, exercise all the powers that the corporation may legally exercise unless restricted by law. These powers include, but are not limited to, the power:
- 8.9.1 To enter into contracts or agreements;
  - 8.9.2 To make banking and financial arrangements;
  - 8.9.3 To direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the corporation;
  - 8.9.4 To execute documents;
  - 8.9.5 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 Board members may consider advisable;
  - 8.9.6 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
  - 8.9.7 To purchase insurance to protect the property, rights and interests of the corporation and to indemnify the corporation, its members, Board members, and officers from any claims, damages, losses or costs arising from or related to the affairs of the corporation.
- 8.10 Delegation by Directors (Committees): The Board may appoint from their number a Managing Director, or a Committee of Directors, a majority of the members, and delegate to such Managing Director or Committee any of the powers of the Board except those which relate to matters over which a Managing Director or Committee shall not have authority. Unless otherwise determined by the Board, a Committee shall have the power to fix its quorum at not less than a majority of its members to elect its Chairperson and to regulate its procedures.
- 8.11 Remuneration and Expenses: Remuneration will be determined by the Board. The Directors may be entitled to be reimbursed for travelling, training and other expenses properly and reasonably incurred by them in attending meetings of the Board and Committees and for such other out-of-pocket expenses incurred in respect of the performance of their duties as the Board may from time to time determine.

## **9 THE DUTY OF DIRECTOR**

- 9.1 Directors have a fiduciary duty, duty of care, duty of loyalty and duty of obedience to the Corporation. The standard of care set forth provides that all Directors and Officers of a 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 exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 9.2 Every Director and Officer of the Corporation must also comply with the Acts that govern them, the Regulations, the articles and by-laws. No provision in a contract, articles, or by-laws relieves a Director or Officer of his/her duties. Directors must comply with the Municipal Act and/or Municipal Conflict of Interest Act, as applicable, and abide by Provincial contractual provisions regarding Conflict of Interest.
- 9.3 Directors have a legal obligation to the Board, wherein, the Director must act in good faith towards the organization and the Board. When a Director ignores this obligation or assumes that an obligation to another Board trumps the interest of the Corporation or Board, the Director is breaching his/her duties.
- 9.3.1 For clarity, Directors receive proprietary information that is not public information. By disclosing the information, without authority, the Director, is making that information public. This is a breach of the Director's duty and as stated when an individual is on a Board, his/her duty is to that Board. If by virtue of being on that Board, the individual finds themselves in a conflict, the Member has an obligation to disclose the conflict and recuse him or herself from any decision.
- 9.4 Information obtained for and from in-camera meetings is not for public dissemination. Disclosing information acquired as the result of sitting on the Board has the effect of making non-public information public. The Director is in breach of his/her obligation when this occurs.
- 9.5 Notwithstanding the above, a Director may be required to disclose information heard in-camera if required to by law.
- 9.6 Should a Board Member want to make an in-camera discussion public, approval of the Board is required, except again where required by law. The proceedings at a closed meeting of a Board should not be discussed beyond the persons entitled to be in attendance at that meeting.
- 9.8 Issues discussed in-camera are confidential and cannot be disclosed without the authority of the Board. Directors have a duty to the Board they sit on. Disclosing confidential information is a breach of this duty.

## 10 OFFICERS OF THE BOARD

- 10.1 The Officers of the corporation shall be the Chair, Vice Chair, Chief Administrative Officer, Secretary, Treasurer and any such Officers as the Board may, by law, determine.
- 10.2 **Appointment:** The Board may from time to time designate the Offices of the Corporation, appoint Officers (and assistants to Officers), specify their duties and delegate to such Officers powers to manage the business and affairs of the Corporation. A Director may be appointed to any office of the Corporation. Except for the Chairperson of the Board and the Managing Director, an officer may be, but need not be, a Director. Two or more offices may be held by the same person.
- 10.3 **Term of Office and Removal:** In the absence of a written agreement to the contrary, the Board may remove, by resolution with or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until his/her successor is appointed or until his/her resignation, whichever shall first occur. The Chairperson and Vice-Chairperson shall hold office for one year from the date of appointment. In the event the Chairperson resigns or dies before his or her term expires, the Board shall appoint another member of the Board as Chair to complete the unexpired portion of the term.
- 10.4 **Terms of Employment, Duties and Remuneration:** The terms of employment and remuneration of all Officers elected or appointed by the Board shall be determined from time to time and may be varied from time to time by the Board.
- 10.5 **Description of Offices:** Unless otherwise specified by the Board (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:
- 10.5.1 Chair:** The Chair of the Board, if one is appointed, shall be a Director, and may be reappointed in one or more subsequent years as outlined in the DSSAB Act. The Chairperson shall, when present, preside at all meetings of the Board of Directors and members of the corporation, will sign all documents which require his/her signature and shall possess and may exercise such powers and shall perform all other duties as may from time to time be assigned to him by the Board of Directors.
- 10.5.2 Vice-Chair:** The Vice Chair of the Board, if one is appointed shall be a Director. 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.
- 10.5.3 The Chief Administrative Officer:** The Chief Administrative Officer shall be appointed by the Board and he or she shall report to the Board, be responsible for all operations of the Corporation, record or delegate accurate minute taking of the organization's meetings and ensure that the corporation's files, records and other relevant written materials are kept, recorded and distributed; and take a lead role in financial policy development and monitoring of the corporation's finances and advise and assist the Board in understanding the corporation's finances.

Without limiting the generality of the foregoing, the duties and responsibilities of the CAO shall be as follows:

- 3.1 To direct and co-ordinate the business of the Board in all its branches and departments in accordance with the policy and plans established and approved by the Board;
- 3.2 To direct and co-ordinate the preparation of plans and programs to be submitted to the Board for approval and to fulfill its mandate;
- 3.3 To direct and co-ordinate the compilation, consideration and presentation to the Board, recommendations arising from departmental operations, which require the Board's approval and to propose by-laws or resolutions arising from such recommendations;
- 3.4 To direct the preparation and compilation of and to present to the Board, the annual budget of estimates of revenues and expenditures;
- 3.5 To exercise general financial control over all departments in terms of the approved appropriation;
- 3.6 To act as spokesperson and direct collective bargaining with all Board employees within collective bargaining units, to recommend to the Board agreements concerning wages, salaries and working conditions, and, upon approval by the Board, 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 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;
- 3.7 To have full control and direction of all employees subject to the Human Resources policies approved by the Corporation;
- 3.8 To appoint, employ, suspend or dismiss for cause employees not covered by collective bargaining agreements according to annual budgets, organizational structures and policies and salary scales as approved by the Board from time to time and to appoint and employ all other employees of the Board 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;
- 3.9 To present to the Board reports and information regarding progress and accomplishments in programs and projects, the status of revenues and expenditures, and the general administration of the Board;
- 3.10 To have cognizance of all correspondence and communications to the Board and to receive all communications to direct the submission of the same to the Board together with his/her recommendations thereon;

3.11 To attend all Board meetings;

3.12 To perform such other duties and exercise such other powers as the Board may from time to time lawfully assign to him/her.

3.13 The CAO shall not be dismissed except by a resolution assented to by a majority of the members of the Board; provided that no such resolution shall be presented for consideration at any meeting of the Board unless written notice thereof shall have been given at least ten (10) days prior and the CAO has been given an opportunity to be heard by the Board.

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

**10.5.5 Treasurer:** 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 Board. He or she shall render to the Board an account of his or her transactions as treasurer and of the financial position of the Corporation.

**10.6 Disclosure – Conflict of Interest:** An Officer shall have the same duty to disclose his or her interest in a material contract of transaction or proposed material contract of transaction with the Corporation, as is imposed upon Directors. If an Officer is unclear as to whether he or she is in a position of conflict of interest, the officer is to proactively seek legal advice and the Board, by resolution, shall pay for the costs incurred in seeking legal advice.

**10.7 Standard of Care:** Every Director and Officer of the Corporation in exercising his or her powers and discharging his or her 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 circumstance. Every Director and Officer of the Corporation shall comply with articles, by-laws and all other applicable laws.

**10.8 Limitation on Liability:** Provided that the standard of care required of him or her has been satisfied, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director 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 his part, or for any other loss,

damage or misfortune which shall happen in the execution of his or her office or in relation thereto, unless the same are occasioned by his or her own willful neglect or default.

- 10.9 **Indemnification of Directors and Officer:** Subject to any applicable laws, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or a person who acts or acted at the Corporation's request as a Director or Officer, and his or her 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 him or her in respect of civil, criminal or administrative action or proceeding to which he or she was made a party by reason of being or having been a Director or Officer of such Corporation or body corporate if:
- a) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and
  - b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable ground for believing that his or her conduct was lawful.

The Corporation shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by law.

- 10.10 **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 Board from time to time may determine.

## 11 COMMITTEES OF THE BOARD

### 11.1 General

11.1.1 All Committee Meetings shall be open to the public

11.1.2 No Committee shall have the authority to bind the Corporation or the Board, unless authorized by resolution of the Board

### 11.3 Duties of the Committees

The purpose of Committees is to facilitate the business of the Board. Committees shall operate with the Terms of Reference established by and approved by the Board.

### 11.4 Types of Committees:

11.4.1 The Finance and Administration Committee will be considered a Committee of the Whole, and may meet to review the Board agenda and to provide advice to the Chief Administrative Officer concerning the resolution of or recommendations on corporate issues, personnel matters, financial matters, contract management and strategic priority projects.

11.4.2 The Community Services Committee will considers resolutions or recommendations related to program or service delivery such as Social Services and Employment, Children's Services, Emergency Medical Services, and



Housing Services; and will be comprised of at least eight members of the Board, with equal representation from the District and the City of North Bay.

- 11.4.3 As required, ad hoc Committees may be established by motion of the Board to deal with matters before the Board. An ad hoc Committee may have any number of members who are interested in the issues at hand. Ad hoc Committees will report recommendations to the Board.
- 11.4.4 Election of the Committee Chair: The Chair of a Board Committee shall be elected by the Committee members and recommended to the Board for approval at its next regular meeting.
- 11.4.5 Committee Membership: Membership of the Community Services Committee or ad hoc committees will be determined by the Board (The Board Chair is ex-officio on all Board Committees).
- 11.4.5.1 Committees shall make recommendations to the Board by way of Committee Reports, or a recommended motion, on any matter considered by it which requires a decision of the Board.
- 11.4.6 Meetings of standing Committees or ad hoc Committees may be held at any time and place to be determined by the members of such Committee provided that 48 hours' written notice of such meeting shall be given to each member of such Committee. 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 and any member of such Committee 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**

### **12 MEETINGS**

- 12.1 All Board meetings shall be open to the public

### **13 DURATION**

- 13.1 The duration of a meeting shall not exceed three hours, unless a majority of members vote otherwise.

### **14 MEETING TIME**

- 14.1 The Chair of the Board, or in his or her absence, the Vice-Chair shall call members to order as soon after the meeting time and a quorum is present.
- 14.2 If the Chair of the Board and Vice-Chair are not present within ten minutes after the scheduled meeting time, the Secretary shall call the members to order if a quorum is

- present, a member shall be chosen from among those present to preside during the meeting or until the arrival of the Chair or Vice-Chair.
- 14.3 In the election of a Presiding Officer, the Secretary shall call the meeting to order and preside.
- 14.4 If there is no quorum within fifteen minutes after the meeting time, the Secretary shall call the roll, take down the names of the members present, and declare the meeting cancelled.
- 14.5 The date and time of regular Board meetings for the upcoming year shall be established by resolution no later than the last regular meeting in each calendar year.
- 14.6 The Board may change the date and time of any regular meeting by resolution, or by notice of the Chair.

## **15 INAUGURAL MEETING**

- 15.1 The Inaugural Meeting date shall:
- 15.1.1 be established by the retiring Board in each election year;
  - 15.1.2 be binding upon the new Board;
  - 15.1.3 be held not later than the end of February of the year immediately following the election year;

## **16 PLACE OF MEETINGS**

- 16.1 Meetings of the Board may be held at the registered head office of the corporation or at any other place within or outside the District.

## **17 PARTICIPATION BY ELECTRONIC METHODS**

- 17.1 A Director may participate in a meeting of the Board or in a meeting of a Committee of Directors 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 Director participating in such a meeting by such means is deemed to be present at that meeting.

## **18 CALLING OF MEETING**

- 18.1 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.

## **19 ATTENDANCE**

- 19.1 Members shall notify the Secretary or designate if they are not able to attend the regular Board meeting. Attendance of members shall be recorded. Any member absent from regular Board meetings on three consecutive occasions, without a resolution authorizing the absence having been recorded in the minutes, shall be deemed to have resigned and the seat shall become vacant.

## **20 REGULAR BOARD MEETING**

- 20.1 The date and time of regular Board meetings 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 Board for the purposes of ensuring the highest level of Board participation. A copy of any resolution of the Board fixing the date, place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings except where required by legislation.
- 20.2 Any Board 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 days prior to the meeting.
- 20.3 The meeting package shall be delivered to the Board member's designated email address at least five days prior to the upcoming Board meeting, unless special circumstances prevent the package from being distributed within the established timeframe.
- 20.4 The Board meeting draft agenda shall be published online in advance of the Board meeting.
- 20.5 Immediately following the Board meeting, the meeting package will be published online through the DNSSAB website.

## **21 SPECIAL MEETINGS**

- 21.1 Special meetings of the Board 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 Board. The meeting notice must be sent to all Directors. 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.
- 21.2 Notice of Special Meetings of the Board shall be given to every Director of the Corporation with not less than 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 Directors 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.

- 21.3 The notice 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 Board members in the same manner as the agenda. The package shall be delivered to the Board member's designated email address. Immediately following the Board meeting, the package will be distributed to appropriate officers, staff and posted for the public. The Board meeting agenda shall be published online in advance of the Board meeting.

## **22 EMERGENCY MEETINGS**

- 22.1 Emergency meetings may be called when a decision or response from the Board is required within 48 hours. Notices of an Emergency Meeting will be sent to all Directors by electronic communication and 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. 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.

## **23 QUORUM**

- 23.1 Quorum shall be comprised of the majority (50%+1) of the Board Members (including the Chair).

## **24 DELEGATIONS**

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

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

24.1.2 Persons wishing to make a formal presentation to the Board or Committees must register with the Secretary one week prior to any regular meeting and one day prior to a special meeting, and must provide the Secretary with a copy of the presentation to be included in the Board or Committee package sent to members in advance of the meeting.

- 24.1.3 The maximum number of presenters at any presentation (including the spokesperson) shall be three. In unique circumstances, the number of presenters may be extended by the Chair and by a majority of the members present. Such question shall be decided by the members without debate.
- 24.1.4 The Secretary shall inform the presenter of the guidelines affecting the presentation (e.g. maximum time, maximum number of presenters and adherence to the subject) and to obtain and acknowledgement by the presenter of his or her understanding of those guidelines.
- 24.1.5 A public presentation, which has been registered with the Secretary, may address a matter of the Board's jurisdiction for up to ten minutes.
- 24.1.6 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.
- 24.1.7 No person will be permitted to address the Board with respect to a labour management dispute or issue, unless provided by legislation.
- 24.1.8 Presenters appearing before the Board who have previously appeared before the same Board on the same subject shall be limited to providing only new information in their second and subsequent appearances.
- 24.1.9 In unique circumstances, the time may be extended by the Chair by a majority vote of the members present. Such question shall be decided by the members without debate.
- 24.1.10 No presenter shall speak disrespectfully of any person; use offensive words or unparliamentarily language; speak on any subject other than the subject for which he or she received approval to address; or disobey the rules of order or a decision of the Chair.
- 24.1.11 After the presenter has completed the presentation, Board members shall each have the opportunity to ask questions for clarification purposes only, and without debate.
- 24.1.12 The Chair may curtail any presenter, any questions of a presenter, or debate during a presentation, for disorder or for any breach of this Procedural 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.
- 24.1.13 Public presentations made at the beginning of the meeting may be considered by the Board at the end of the agenda of that meeting.
- 24.1.14 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 DNSSAB. A request for exemption from

this requirement must be made in writing and approval granted by the Chair at least one week before the meeting date.

24.1.15 Presentations by DNSSAB employees are limited as per above, unless at the invitation of the Chief Administrative Officer. This applies to non-union as well as unionized staff.

## **25 MINUTES AND RECORDING OF MEETINGS**

25.1 The Minutes of the meetings of the Board and Committees shall record:

25.1.1 the place, time and date of the meeting;

25.1.2 the names of the presiding officer and a record of the members in attendance;

25.1.3 disclosures of conflict of interest

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

In order to promote positive interpersonal relations amongst Board members, staff, and other stakeholders, and to engender trust amongst same, Board members and staff 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 Board or staff member that this policy may have been breached should be brought to the attention of the Board, which shall determine the appropriate action. Nothing in this section prohibits the making of personal notes regarding a proceeding and discussions therein.

## **26 CHAIRPERSON**

26.1 The Chairperson of any meeting of the Board or Committee shall be the first recognized and will officiate the roll call of the meeting. If no such officer is present, the directors shall choose one of their number to be Chairperson of such meeting.

## **SECTION D - VOTING & DEBATE PROCEDURES**

## **27 VOTES TO GOVERN**

27.1 At all meetings of the Board, 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.

## **28 VOTING**

28.1 Each Member, including the Chair, is entitled to one (1) vote. The Chair shall be entitled to vote at all meetings of the Board and shall be ex-officio member of all Committees of

the Board and entitled to vote at those meetings, except at the Board Meetings, where the Chair shall vote only in the event of an equality of votes, or when a recorded vote has been requested.

## **29 TIE VOTES**

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

## **30 NEGATIVE VOTES**

- 30.1 If any member present refuses to vote for other than a conflict of interest, it shall be recorded as a vote in the negative.

## **31 RECORDED VOTE**

- 31.1 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 (each member present shall announce their vote openly).

## **32 TO AMEND A MOTION**

- 32.1 A motion to amend a (main) motion must be relevant to that motion and properly moved and seconded. An amendment may propose to leave out certain words; to insert or add certain words; or to leave out certain words in order to insert or add other words.
- 32.2 When “in order” an amendment takes precedence over the main motion and becomes the subject of debate. It must be accepted or rejected before debate reverts to the main motion. If accepted, the main motion as amended is debated. If it fails, the main motion is unchanged.
- 32.3 A sub-amendment may be proposed to an amendment under the same conditions as an amendment is moved to a main motion.
- 32.4 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.
- 32.5 A motion once defeated cannot be re-introduced as an amendment to some other motion. The mover with the consent of his/her seconder may incorporate a “friendly” amendment into the main motion if the mover and seconder of the amendment are agreeable.

### **33 RECONSIDERATION**

a) If a motion has been either carried or defeated during a meeting, and at least one member who voted on the winning side wants to have the vote reconsidered, such a member may make the motion to reconsider.

b) 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.

### **34 INQUIRES**

34.1 Inquiries about a matter may be raised by any member and put to the Chair or through him or her to the Chair of the Board, who may call upon another officer to reply.

34.2 No argument of opinion shall be offered or fact stated except as is necessary to explain the inquiry or the answer.

34.3 A member or staff are not to debate the matter.

34.4 Inquiries may be in writing or may be made orally.

34.5 An officer shall reply promptly in writing in response to all requests for reports made by Board of Director resolution.

### **35 RESCISSION**

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

### **36 DISCLOSURE – CONFLICT OF INTEREST**

36.1 A director or officer of the Corporation who is a party to, or who is a director or an officer of, or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Corporation, shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors the nature and extent of his interest. A director so having an interest in a contract or transaction shall not vote on any resolution to approve the contract or transaction. For clarity, directors or officers are also expected to abide by all applicable conflict of interest requirements required by statute.



## **37 RULES OF ORDER**

- a. In the event that this by-law does not address an issue, then Robert's Rules of Order shall apply.
- b. All decisions will be made on the basis of motions.
- c. To make a motion, a Board member must obtain the floor first.
- d. Every motion must be seconded by another Board member.
- e. A motion will not be debated until it has been moved and seconded and put on the floor by the Chair.
- f. 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.
- g. After members debate the motion the Chair puts the question (puts it to a vote) and announces the results of the vote.
- h. A motion that has been moved and seconded can be withdrawn or modified (modifications that would not occasion debate if proposed as amendments) with the agreement of the mover.

## **38 BOARD MEETINGS**

### **38.1 Conduct of the Chair: The Chair will:**

- 38.1.1 call the meeting to order;
- 38.1.2 determine the presence of a quorum;
- 38.1.3 announce in proper sequence the business that comes before the Board;
- 38.1.4 maintain a list of Board members who have signaled the Chair that they wish to speak or ask questions;
- 38.1.5 recognize Board members in order that they have signaled that they wish to speak or ask questions;
- 38.1.6 state and put to a vote all questions that legitimately come before the Board as motions, announcing the outcome;
- 38.1.7 protect the assembly from obviously frivolous or dilatory motions by refusing to recognize them;
- 38.1.8 expedite business;
- 38.1.9 decide all questions of order;
- 38.1.10 respond to inquiries of members relating to parliamentary procedure bearing on the business of the Board;
- 38.1.11 declare the meeting adjourned when the Board so votes.

### **38.2 Board members who have already spoken may speak again only after all other Board members have been given the opportunity to speak. A Board member may not speak more than twice on an issue without a Board resolution. The Chair will not put any matter to the vote, nor will any member of the Board move a procedural motion to have the vote taken, until every member of the Board who wishes to speak has spoken at least once.**

- 38.3 If the Chair rules that it is beneficial and in the best interests of the Board to deal with a question immediately, then this is the action the Board must take. The Chair's ruling on order or procedure are not debatable, but may be appealed by any Board member by motion, duly seconded. If the motion is carried, the Chair's decision is overturned.
- 38.4 If the Chair rules that a motion is contrary to the rules of the Board, the Chair will tell the members of the Board immediately before putting the question, and will cite the rule or authority applicable to the case without argument or comment.
- 38.5 The Chair may place time limits on speeches and such limits must be the same for all members of the Board.

## **39 CONDUCT OF MEMBERS**

- 39.1 A Board member and Committee member will be courteous and will not engage in any action, which disturbs the meeting.
- 39.2 A Board and Committee member will not:
- 39.2.1 Use unparliamentary or offensive language, including any expressions or statements in debate or in questions that attribute false or undeclared motives to another Board member or staff member, charge another Board 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;
  - 39.2.2 Make any noise or disturbance that prevents Board members from being able to participate in a meeting;
  - 39.2.3 Interrupt a member of the Board who is speaking, except to raise a point of privilege or a point of order;
  - 39.2.4 Disobey the rules of the Board, or disobey a decision of the Chair on question of order or practice or on the interpretation of the rules of the Board.
  - 39.2.5 Speak on any subject other than the subject of debate;
  - 39.2.6 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 a member of the staff, and then only for the purpose of obtaining information, after which the Member shall speak.

39.2.7 Speak for more than 10 minutes or more than once on the same question without the leave of the Board, 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;

39.2.8 Disobey the rules of the DSSAB or a decision of the presiding officer on questions of order or practice or on the interpretation of the rules;

39.3 A Board and Committee member who wishes to speak will signal the Chair by a raised hand, and wait for recognition by the Chair.

39.4 All remarks and questions, including questions intended for another Board member or office will be addressed by the Chair.

39.5 The Chair may deny a Board or Committee member the right to speak on a particular topic if the member is disruptive or persistently interrupts others.

39.6 The Chair may exclude a Board or Committee member from the meeting who has been given a warning but continues to disregard the rulings from the Chair.

#### **40 CONDUCT OF THE PUBLIC**

40.1 Members of the public will be courteous and will not engage in any action which disturbs the meeting.

40.2 Members of the public will not:

40.2.1 Make any noise or disturbance that prevents Board members from being able to participate in the meeting;

40.2.2 Address the Board without a prior appointment, or without the permission of the Board at the meeting;

40.2.3 Use unparliamentary or offensive language.

40.3 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**

### **41 DISTRIBUTION**

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

### **42 REGULAR BOARD MEETING MINUTES**

- 42.1 Minutes are recorded by the appointed recording secretary for later transcription in draft form, and forwarded to Board members before the next meeting. Additions and corrections are brought to the following full Board meeting for adoption in the minutes.

### **43 COMMITTEE MINUTES**

- 43.1 Minutes of Committee meetings are recorded by the appointed recording secretary or designate of the CAO. Additions and corrections are brought forward to the following full Board meeting for adoption in the minutes.

### **44 NEW BUSINESS**

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

### **45 BOARD AGENDA**

- 45.1 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) Public Presentations
  - 5) Minutes of Proceedings
  - 6) Report from the Chief Administration Officer, Staff Director and Managers
  - 7) Consent Agenda: All matters deemed by the Secretary, Chair or CAO as administrative 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.

- 8) Finance and Administration Committee
- 9) Community Services Committee
- 10) In-Camera
- 11) Correspondence
- 12) Other Business
- 13) Adjournment

45.2 Correspondence which is intended for the Agenda shall be provided to the Secretary of the Board eight days prior to the next Board Meeting.

45.3 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.

45.4 A motion that is not listed on the agenda may be presented at the Board of Director's meeting, if not more than one third of the Directors present at the meeting objects to its consideration.

## **46 MOTIONS**

46.1 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.

46.2 Immediately preceding the taking of the vote, the presiding officer or his or her 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.

46.3 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.

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

46.4.1 To extend the time of the meeting

46.4.2 To refer to a Committee

46.4.3 To amend

46.4.4 To lay on the table

46.4.5 To postpone to a certain time and day

46.4.6 To move the previous question

## **47 PUBLIC OR CONFIDENTIAL MEETING**

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

47.2 Typically, a Board only goes 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.

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

The DNSSAB is governed by the *District Social Services Administration Board Act* and the *Ontario Municipal Act*. The *Ontario Municipal Act*, section 239(1) states that meetings should be open to the public. 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 shall be at the next in-camera meeting of the Board or the appropriate committee meeting and shall be voted on in closed session. The minutes shall be collected prior to returning to open session. All in-camera minutes and background reports shall be held by the Secretary in a secure location.

47.4 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;
2. personal matters about an identifiable individual, including Board employees;
3. a proposed or pending acquisition or disposition of land by the Board;
4. labour relations or employee negotiations;
5. litigation or potential litigation, including matters before administrative tribunals, affecting the Board;
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 *Act*.

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 Board 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.

47.5 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*.

47.6 Educational or training sessions:

A meeting of the Board or of a Committee may be closed to the public if the following conditions are both satisfied:

1. The meeting is held for the purpose of educating or training the members.
2. At the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Board.

47.7 Open meeting

A meeting shall not be closed to the public during the taking of a vote.

47.8 Record of meeting

The Board or Committee 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.

47.9 If, and to the extent that, the Municipal Act allows other matters to be discussed or decided in camera, the Board shall also be permitted to do so. 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 *Act* and restated in the by-law.

47.10 In order for the Board to go in-camera a motion must be made. This motion can be discussed and voted on. Once the Board or a Committee has voted in favour of going in-camera, the information discussed should not be disclosed except as outlined below. Before holding a closed meeting or going in camera, the Board 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 17.1, Board members may participate in in-camera meetings

via electronic methods provided the member ensures total privacy and confidentiality within their surroundings.

- 47.11 That being said, it makes sense generally to hold discussions of sensitive issues in-camera, move out of in-camera and vote on any motions at that point. For matters requiring discretion, the motion can be worded to avoid any reference to personnel, property or other contentious issues.

## **SECTION F – FINANCIAL**

### **48 FINANCIAL YEAR**

- 48.1 The fiscal year-end of the corporation shall be December 31 of each year.

### **49 BOOKS AND RECORDS**

- 49.1 The Directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation are regularly and properly kept.

### **50 AUDITORS**

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

### **51 FINANCIAL TRANSACTIONS, ETC.**

- 51.1 All financial transactions and contracts shall be signed as per the DNSSAB Purchasing policy.

### **52 SALE OF PROPERTY**

- 52.1 Before selling real property the Board of Directors shall:

52.1.1 By resolution passed at a meeting open to the public declare the real property to be surplus.



- 52.1.2 Obtain at least one appraisal of the fair market value of real property which is not prescribed by regulation as a class of real property for which an appraisal is not required; and
- 52.1.3 Give notice to the public of the proposed sale by publication in a newspaper having a general circulation within the municipality at least once a week for two consecutive weeks.
- 52.1.4 Sale of property of real estate and assets owned by Nipissing District Housing Corporation are excluded from this provision.

### **53 DISSOLUTION**

- 53.1 It is specially 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 of Nipissing, according to a formula to be approved by the Board.

## **SECTION G – RESTRICTIONS**

### **54 RESTRICTED ACTS AFTER NOMINATION DAY**

- 54.1 Whereas the DNSSAB is authorized to enact procedural by-laws to govern the conduct of its business;

And Whereas the members of the Board are all elected members of municipal councils, save and except as to the member elected to represent the unorganized territory;

And Whereas the Board wishes to provide transition rules in election years where certain acts will not be taken which are similar to the rules which would otherwise apply to municipal councils.

Now therefore the board hereby enacts as follows:

The Board shall not take any action described in subsection (3) after Nomination Day, being the first day during the election for a new council on which it can be determined that one of the following applies to the new Board that will take office for the next term:

- A) If the new Board will have the same number of members as the outgoing Board, the new Board will include less than three-quarters of the members of the outgoing Board.
- B) If the new Board will have more members than the outgoing Board, the new Board will include less than three-quarters of the members of the outgoing Board or, if the

new Board will include at least three-quarters of the members of the outgoing Board, three-quarters of the members of the outgoing Board will not constitute, at a minimum, a majority of the members of the new Board.

- C) If the new Board will have fewer members than the outgoing Board, less than three-quarters of the members of the new Board will have been members of the outgoing Board or, if at least three-quarters of the members of the new Board will have been members of the outgoing Board, three-quarters of the members of the new Board will not constitute, at a minimum, a majority of the members of the outgoing Board.

#### 54.2 Basis for determination

If a determination under section 1 is made:

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

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

#### 54.3 Restrictions

The actions referred to in section (1) are:

- A) the appointment or removal from office of any officer of the Board;
- B) the hiring or dismissal of any employee of the Board;
- C) the disposition of any real or personal property of the Board which had a value exceeding \$50,000 when it was acquired by the Board; and making any expenditures or incurring any other liability which exceeds \$50,000.

#### 54.4 Exception

Restriction C) does not apply if the disposition or liability was included in the most recent budget adopted by the Board before nomination day in the election.

#### 54.5 Powers unaffected

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

## **SECTION H – RETENTION PERIOD FOR BOARD DOCUMENTS**

### **55 RETENTION PERIODS FOR DOCUMENTS, RECORDS AND OTHER PAPERS OF THE BOARD**

- 55.1 The District of Nipissing Social Services Administration Board will abide by all ministry standards and legislation with respect to the retention periods during which the receipts, vouchers, instruments, rolls or other documents, records and papers must to kept by the Board.

ENACTED AND PASSED THIS XX, Resolution #XX

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CHAIR

Mark King

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CHIEF ADMINISTRATIVE OFFICER

Catherine Matheson

We have reviewed Procedural By-law 2020-XX and hereby endorse it.

Dated at North Bay, Ontario this XX