



Cataraqui Source Protection Committee

By-law 2007-01: Rules of Procedure

(Including Code of Conduct and Conflict of Interest Policy)

December 2007

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1. Preamble

The purpose of this document is to clarify how the Cataraqui Source Protection Committee will function, and to set standards for the behaviour of the *Chair*, *Members*, and *Liaison Members* as they fulfill their roles. It is intended to fulfill the requirements of Ontario Reg. 288/07 under the Clean Water Act, 2006. This document was adopted by the *Committee* on December 6, 2007. This By-law may be amended by the *Committee* from time to time.

2. Acknowledgement

The *Members* and *Liaison Members* of the *Committee* shall be asked to review this By-law and to sign a form to acknowledge that he or she has done so and agrees to comply with the rules herein. The signed forms shall be kept on file by the *Authority*.

3. Definitions

Defined terms are shown in *italics*. In this By-law:

“*Authority*” means the Cataraqui Source Protection Authority.

“*Chair*” means the Chair of the Cataraqui Source Protection Committee as appointed by the Ontario Minister of the Environment pursuant to Section 7(4) of the Ontario Clean Water Act, 2006; or an acting Chair as appointed by the *Committee* in accordance with this By-law.

“*Committee*” means the *Members* of the Cataraqui Source Protection Committee.

“*Confidential information*” means information that is not in the public domain such as:

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

“*Conflict of interest*” means a situation in which: (a) the private interests or personal considerations of a *Member* or *Liaison Member* could compromise, or could reasonably appear to compromise, their judgment in acting objectively and in the best interest of the *Committee*; and (b) a *Member* or *Liaison Member* uses their position for their own private gain or advancement, or for the gain or advancement of their family (spouse, partner, children, parents, siblings), friends, or business associates.

“*Gift*” includes any money, thing, intangible or personal benefit exceeding \$100.00 in value or anything that may reasonably be seen to compromise one’s personal judgement or integrity, but does not include nominal gifts, gratuities, hospitality or favours that do not create a sense of business obligation to the giver;

“*Liaison Member*” means those individuals who fulfill the intent of Section 19 of Ontario Reg. 288/07 to act as a liaison between the *Committee* and other bodies;

“*Member*” means the *Chair* and an individual appointed by the Cataraqui Source Protection Authority under Section 7(3) of the Ontario Clean Water Act, 2006.

“*Ministry*” means the Ontario Ministry of the Environment.

“*Reasonable efforts*” means that there has been a thorough, informed, and inclusive discussion about a topic, including consideration for areas of compromise, in support of a consensus being reached among the *Members*.

“*Inappropriate activity*” means:

- (a) Seeking or accepting a *gift* in connection with their capacity as a *Member* or *Liaison Member*;
- (b) Harassment of others, such as sexual harassment, racial or ethnic harassment, or other harassment related to a person's age, record of offenses, marital status, family status, handicap or creed.
- (c) Using *confidential information* for any improper purpose, or disclosing *confidential information* to third parties without the consent of party to whom the information relates;
- (d) Holding oneself out as an official of the Government of Ontario or inferring to a third party that the *Member* or *Liaison Member* has the capacity to deliver a favourable decision from the government,
- (e) Making representations to a third party that the Government of Ontario has endorsed the business activity that the *Member* or *Liaison Member* is engaged in; and
- (f) Using the name Government of Ontario or Ministry of the Environment for personal purposes or to further one's private interest.

“*Project Manager*” means an individual hired by the Cataraqui Region Conservation Authority to lead efforts by Conservation Authority staff in support of the work of the *Authority* and the *Committee*.

“*Vice-Chair*” means an individual who has been appointed by the *Committee* to assist the *Chair*.

“*Working group*” means a set of individuals who have been asked to conduct research or develop recommendations about a particular theme, topic, or geographic area.

4. Committee Composition and Elections

- (1) The size and general composition of the *Committee* shall be in accordance with Sections 1 and 2 respectively, of Ontario Reg. 288/07. The detailed composition of the *Committee* shall be determined by the *Authority*.
- (2) The *Chair* shall be appointed by the *Minister*.
- (3) The *Members* shall be appointed by the *Authority* in accordance with Ontario Reg. 288/07.
- (4) The *Liaison Members* shall be appointed in accordance with Ontario Reg. 288/07.
- (5) If the *Chair* is absent or unable to act or the office of the *Chair* is vacant, then the remaining members shall appoint an acting *Chair* from among themselves, and the acting *Chair* has all the powers and shall perform all the duties of the *Chair*. If a *Vice-Chair* position is created then he or she shall normally serve in this capacity; otherwise, the appointment of the acting *Chair* shall be made by consensus, or if necessary, by a vote of two-thirds of the *Members* present, not counting the *Chair*.

- (6) If a *Vice-Chair* position is created, then his or her appointment shall be made by consensus, or if necessary, by a vote of two-thirds of the *Members* present, not counting the *Chair*.
- (7) All elections requiring a vote shall be conducted by secret ballot; all votes shall be cast by *Members* who are present at the meeting, and not by proxy.
- (8) The term of appointment, filling of vacancies, and removal from office for *Members* (other than the *Chair*) and *Liaison Members* shall be consistent with Ontario Reg. 288/07.

5. Working Groups

- (1) Subject to the following, the *Committee* may opt to establish one or more *working groups* to support its efforts:
 - (a) Each *working group* shall be assigned a specific theme, topic, or geographic area for its consideration;
 - (b) The *Chair* and *Vice-Chair* are members ex-officio of any *working group* established by the *Committee*;
 - (c) Each meeting of a working group shall generally include participation by one *Member* of the *Committee*;
 - (d) The *Committee* may ask that a *working group* provide recommendations for its consideration by a certain date;
 - (e) The *Committee* shall give due consideration to the recommendations of a *working group*, but is not bound to follow them.

6. Per Diem and Expenses

- (1) The *Chair* shall receive compensation from the *Ministry* in keeping with its terms of office.
- (2) *Members* shall receive a per diem allowance for attending *Committee* and *working group* meetings, for their participation in training workshops, and for their attendance at public consultation sessions, and shall be compensated for mileage expenses to and from those events. The following rules apply:
 - (a) The *Chair* shall determine whether a given event is eligible for a per diem and mileage to be collected;
 - (b) The per diem amount and mileage rate shall be determined by the *Authority*;
 - (c) A *Member* shall not collect a per diem for meetings where they were absent but participated by proxy;
 - (d) A *Member* shall receive one-half of the per diem for meetings where they participated via teleconference; and
 - (e) If a quorum is not present at a *Committee* meeting, then the per diem and mileage shall be paid to those in attendance.

- (3) *Members* shall occasionally be reimbursed for other expenses that are incurred in the course of their duties (such as meal expenses) in accordance with *Ministry* and/or *Authority* guidance and with the prior authorization of the *Chair*.
- (4) *Liaison Members* shall be compensated in keeping with *Ministry* guidance.
- (5) *Working group* participants other than *Members* and *Liaison Members* shall not normally receive compensation.

7. Duties and Responsibilities of the Chair and the Committee

- (1) The *Chair* shall provide strategic vision to the *Committee*, shall ensure that all of its business is conducted in a fair and just manner, and shall in particular:
 - (a) Facilitate meetings of the *Committee*;
 - (b) Provide guidance to the *Committee* and the *Project Manager* about the source protection planning process as defined under the Clean Water Act, 2006;
 - (c) Act as a neutral member of the *Committee*;
 - (d) Review technical reports and other background documents;
 - (e) Function as the spokesperson for the *Committee*;
 - (f) Participate in public consultation sessions;
 - (g) Work collaboratively with stakeholder groups;
 - (h) Liaise with the *Ministry*; and
 - (i) Liaise with the *Authority* and municipalities on the status of the planning process.
 - (j) Comply at all times with the Code of Conduct and the Conflict of Interest Policy that are a part of this document.
- (2) The *Committee* shall be responsible for the duties that are set out for source protection committees in the Ontario Clean Water Act, 2006, and shall in particular:
 - (a) Contribute positively to the production of terms of reference, an assessment report and a source protection plan;
 - (b) Attend meetings;
 - (c) Prepare for meetings by reviewing agendas and reports in advance of the meeting;
 - (d) Attend training sessions;
 - (e) Participate at public consultation sessions;
 - (f) Act as a liaison with sectors in the Cataraqui area (bring commonly held opinions to the *Committee* table and communicate back the work of the *Committee*);
 - (g) Work with others collaboratively to solve problems and make decisions at the committee table; and
 - (h) Comply at all times with the Code of Conduct and the Conflict of Interest Policy that are a part of this document.

8. Procedures for Conducting Meetings

- (1) The *Chair* of the *Committee* shall preside at all of its meetings.
- (2) The *Committee* shall at its first meeting and every month thereafter establish a meeting schedule for the following six months and publish this schedule on the Internet. As required by Ontario Reg. 288/07, there shall be at least one meeting per month until initial draft terms of reference are submitted to the *Authority*. The *Committee* shall generally meet monthly thereafter.

- (3) The location and time of each meeting shall be determined by the *Chair*, generally following discussion with the *Members*. Meetings shall normally be held at the Little Cataraqui Creek Conservation Area in Kingston.
- (4) Parties who wish to address the *Committee* as a delegation shall give at least two weeks notice of their interest in doing so. Delegations with written information for consideration by the *Committee* will provide same to the *Chair* at least two weeks prior to the meeting. Except as permitted by the *Chair*, presentations by a delegation shall be limited to ten (10) minutes, excluding time for discussion by the *Committee*.
- (5) An agenda for each meeting shall be set by the *Chair* and shall be distributed to all *Members* and *Liaison Members* at least one week prior to the meeting. The agenda shall also be distributed at the same time to:
 - (a) The *Chair*, members, and senior staff of the *Authority*;
 - (b) The clerk and/or chief administrative officer of each municipality in the Cataraqui Source Protection Area; and
 - (c) The chairs and project managers for the adjacent source protection committees;
 - (d) Other parties who have expressed interest in receiving it, and who have provided their contact information to the *Committee*.
- (6) A *Member* shall normally be permitted to participate in the meetings of the *Committee* by proxy, for example, if they are unable to attend a meeting due to an illness, a schedule conflict, or unsafe traveling conditions.
 - (a) The use of proxy is not encouraged, as the *Member* will not receive the benefit of the discussion that has occurred at the table among the other *Members* of the *Committee*. Rather than use a proxy, *Members* are encouraged to instead join meetings via teleconference call.
 - (b) Votes for *Committee* elections may not be cast by proxy. Notice of the proxy and the name of the *Member* holding it shall be communicated in writing (in a digital and/or printed format) to the *Chair* at least one (1) business day in advance of the meeting (except when it is being used due to unsafe travel conditions, in which case the information may be communicated to the *Chair* at any time prior to the start of the meeting).
 - (c) Excessive use of proxy voting and/or participation in meetings via telephone conference call by a *Member* will result in consideration for a lack of attendance as per Section (13)(1)(h)(Code of Conduct).
 - (d) If more than one-third of the members of the *Committee* are represented by proxy, then the meeting shall be cancelled and rescheduled for another date.
- (7) Quorum for the *Committee* is the *Chair* plus at least two-thirds of the *Members*, including those who have chosen to participate by teleconference call or proxy. If no quorum is present one-half hour after the time appointed for a meeting, then the *Chair* shall adjourn the meeting. The scheduled business shall be deferred until the next meeting.
- (8) One or more vacancies in the membership of the *Committee* does not prevent it from conducting business as long as the number of *Members* remaining in office is sufficient to maintain a quorum.
- (9) The following procedures are required by Section 14(2) of Ontario Reg. 288/07:

- (a) The business of the *Committee* shall be carried out at meetings of the *Committee* at which a quorum is present;
 - (b) The *Committee* shall attempt to make decisions by consensus among the *Members*;
 - (c) If the *Chair* determines that *reasonable efforts* have been made to achieve consensus but the *Committee* has been unable to make a decision by consensus, the decision may be made by a vote of two-thirds of the *Members* present, not counting the *Chair*; and
 - (d) The *Chair* shall not vote.
- (10) Each *Member* except the *Chair* shall receive one vote. Abstention from voting upon any matter will be deemed as a vote which is neither for nor against the motion.
- (11) Except as specifically described in this By-law, the conduct of meetings shall follow the current edition of Bourinot's Rules of Order.
- (12) Where a matter involving *confidential information* arises, 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.
- (13) A staff person shall take non-verbatim minutes of each meeting that record the decisions that were made and any resulting action items. The minutes shall be reviewed and approved by the *Chair* prior to publication. The minutes shall then be published on the Internet (in accordance with Ontario Reg. 288/07) and shall also be distributed to the following parties:
- (a) The *Chair*, *Members*, and *Liaison Members* of the *Committee*;
 - (b) The *Chair*, members, and senior staff of the *Authority*;
 - (c) The clerk and/or chief administrative officer of each municipality in the Cataraqui Source Protection Area;
 - (d) The chairs and project managers of the adjacent source protection committees; and
 - (e) Other parties who have expressed interest in receiving the minutes, and who have provided their contact information to the *Committee*.

9. Relationship with Source Protection Authority

- (1) The *Committee* shall maintain an open and positive working relationship with the *Authority*.
- (2) The *Authority* and the *Committee* shall communicate on a consistent and frequent basis, through the following channels and through other means:
- (a) The *Committee* shall provide draft documents for consideration by the *Authority*, and vice-versa, in accordance with the Ontario Clean Water Act, 2006, its regulations, and the approved Terms of Reference;
 - (b) The *Chair* shall make frequent reports to the *Authority* about the work of the *Committee*, including the quarterly reports that are required by Ontario Reg. 288/07;

- (c) The *Committee* shall welcome the presence of a *Liaison Member* from the *Authority*, as intended by Ontario Reg. 288/07, and shall prepare information for that *Liaison Member* for him or her to share with the *Authority*; and
 - (d) In their reports to the *Authority* and *Committee*, the *Project Manager* and other staff shall advise each body about the work of the other.
- (3) The *Committee* shall rely upon the *Authority* and its agents to:
- (a) Administer the finances of local drinking water source protection activities as intended by funding agreements with the Government of Ontario and approved terms of reference;
 - (b) Maintain an administrative and technical staff; and
 - (c) Enter into contractual arrangements for work to be done by others.

10. Media Relations

- (1) Only the *Chair* or the *Project Manager* or his/her designate shall act as the official spokesperson to comment to the media about a given position of the *Committee*. Members are encouraged to share their local or sectoral perspective with the media, always recognizing the need to serve the mandate of the *Committee* as a whole, rather than serving their own private interest or other interests.
- (2) Subsection 1 is not intended to restrict the ability of *Members* or *Liaison 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 their capacity as a *Member*.

11. Freedom of Information and Protection of Privacy

- (1) In keeping with freedom of information and protection of privacy legislation in Ontario, meetings of the *Committee* and *Working Groups* shall be open to the public (except as defined by Section 8 above); except for *confidential information*, all matters arising out of those meetings, and supporting technical reports shall form part of the public record and shall be available for public review upon request.
- (2) *Members* and *Liaison Members* shall not release *confidential information* (regardless of whether it is identified as confidential) that is obtained by the *Member* or *Liaison Member* in the course of serving on the *Committee*.
- (3) In the instance that a *Member* or *Liaison Member* vacates their position on, or is removed from, the *Committee*, they shall continue to be bound by freedom of information and protection of privacy requirements.

12. Indemnity

In keeping with Section 99 of the Clean Water Act, 2006, every *Member* and *Liaison Member* of the *Committee* and her or 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 the *Member* or *Liaison 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 thing whatsoever made, done or permitted by her or him in or about the execution of the duties of

her or his office; all other costs, charges and expenses that she or he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her or his own wilful neglect or default.

13. Code of Conduct

- (1) *Members* and *Liaison Members* of the *Committee* are expected to:
 - (a) Resign from membership if they no longer meet the conditions of appointment in Ontario Regulation 288/07;
 - (b) Conduct themselves ethically, lawfully, and with integrity;
 - (c) Act in the public interest, serving the mandate of the *Committee* as a whole, rather than serving their own private interest or other interests;
 - (d) Maintain a sense of fairness, independence, and objectivity and treat others with respect;
 - (e) Act in accordance with the Conflict of Interest Policy that is described in Section 14;
 - (f) Refrain from engaging in an *inappropriate activity* as defined by this document;
 - (g) Educate other *Members* and *Liaison Members* on those matters within their own area of expertise with a goal of having the *Committee* make decisions collectively; and
 - (h) Demonstrate their commitment to the *Committee* and to the drinking water source protection process through high levels of attendance and participation at meetings.
- (2) All *Members* and *Liaison Members* have an obligation to raise any concern with the *Chair* with respect to their compliance with this Code. The *Chair* will determine an appropriate response and communicate this to the *Member*.
- (3) The *Chair* has an obligation to raise any concern with the *Minister* and the Chair of the *Authority* with respect to their compliance with this Code. The *Minister* will determine an appropriate response and communicate this to the *Chair* and the Chair of the *Authority*.
- (4) Where a *Member*, other than the *Chair*, has engaged in an *inappropriate activity*, the *Chair* may:
 - (a) Request that the *Authority* investigate the matter and report to the *Chair* with his or her findings or recommendations;
 - (b) Request that the *Member* refrain from participating in the business of the *Committee* pending the outcome of the investigation;
 - (c) Request that the *Member* resign from the *Committee*;
 - (d) Request that the *Authority* revoke the appointment of the *Member* in accordance with Ontario Reg. 288/07.

(5) Where the *Chair* has engaged in an *inappropriate activity*, the *Minister* may:

- (a) Request that the *Authority* investigate the matter and report to the *Minister* with its findings or recommendations;
- (b) Request that the *Chair* refrain from participating in the business of the *Committee* pending the outcome of the investigation;
- (c) Request that the *Chair* resign from the *Committee*;
- (d) Revoke the appointment of the *Chair*.

14. Conflict of Interest Policy

(1) A *Member* or *Liaison Member* who has a *conflict of interest*, either direct or indirect, in any matter which is the subject of consideration at a meeting of the *Committee* or a *working group* shall:

- (a) Prior to any consideration of the matter at the meeting, disclose the actual, potential or perceived *conflict of interest* and the general nature thereof;
- (b) Leave the meeting for the period during which the matter is under consideration, and not take part in any discussion of, or vote on, any question in respect of the matter; and
- (c) Not attempt in any way to influence the voting on any such matter before, during, or after the meeting.

(2) A *Member* who has concerns about the conduct of another *Member* regarding compliance with this Section should raise those concerns with the *Chair*. The *Chair* will follow essentially the same process for addressing complaints as for dealing with a declared *conflict of interest* with modifications to suit the circumstances.

(3) A *Member* who has concerns about the conduct of the *Chair* regarding compliance with this Section should raise those concerns with the *Ministry*.

(4) The minutes of the meeting shall include the particulars of any disclosure of interest that occurred.

John C. Williamson, Chair

Rob McRae, Project Manager