



Essex Region Conservation Authority Board of Directors Annual General Meeting Agenda

Thursday, January 19, 2017

7:00 PM

Essex County Civic Centre

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|---|-------|
| 1. Declarations of Pecuniary Interest | |
| 2. Approval of Agenda | 1-4 |
| THAT the Agenda for the Thursday, January 19, 2017, Meeting of the Board of Directors be approved. | |
| 3. Adoption of Minutes | |
| (a) ERCA Board of Directors | 5-10 |
| THAT the Minutes of the Thursday, December 8, 2016 Meeting of the Board of Directors and the recommendations therein be approved as distributed. | |
| (b) Conservation Ontario Council (CO) | |
| THAT the Minutes of December 5, 2016, Conservation Ontario Council Meeting* be received. | |
| <i>* distributed via email per report BD 37.09</i> | |
| 4. Actions | |
| (a) Introduction of Special Dignitaries | |
| (b) Election of Chair | |
| Elections will be conducted by the General Manager in accordance to the <i>Essex Region Conservation Authority – Members’ Handbook, Section 4.24 (attached)</i> | 11-14 |

THAT the General Manager of the Essex Region Conservation Authority (ERCA) be authorized to act as Chair for the 2017 ERCA election of Chair

- (c) 2017 Chair occupies Chair and Comments
- (d) 2017 ERCA Committee Membership

Further to previous discussions, Administration is reviewing current Committee Structures and associated Terms of Reference for discussion and decision at the February 9, 2017 Board of Directors meeting. Committee preferences will follow.

THAT the 2017 Committee memberships remain status quo until new Committee Structures and Terms of References are presented and approved.

- (e) Appointment of ERCA Auditor, Financial Institutions, Solicitor and Insurance Company for 2017
 - (i) Auditor

THAT the firm of Hicks, MacPherson, latonna and Driedger LLP be appointed as the Authority's Auditor for 2017.

- (ii) Banker

THAT the Canadian Imperial Bank of Commerce and the Windsor Family Credit Union be appointed as the ERCA financial institutions and utilized for banking, including borrowing and short-term investments, for 2017.

- (iii) Solicitors

THAT the firms of Shibley Righton, LLP, and M. Gordner Law Professional Corporation be appointed the ERCA Solicitors for 2017.

(iv) Insurance Company

THAT ERCA continues to participate in the Conservation Ontario Group Insurance program for its insurance coverage for 2017.

(f) Approval for ERCA Borrowing Resolution for 2017

The Authority receives its funding through grants, levies, and revenues generated from fees. Municipal General Levies are received quarterly and as billed for special (direct benefiting) projects. MNR grants and other provincial and federal grants for specific program areas may not be received until completion of projects and program reports.

From time to time, the Authority may need to borrow short-term funds until sufficient/additional cash flow is received. Funds are normally borrowed from the financial institution of record, or from a member municipality, should a lower rate be offered. In order to effect such borrowing, a special bank resolution is required.

THAT ERCA adopt for 2017, the following resolution:

WHEREAS it is necessary for the Essex Region Conservation Authority (hereinafter called the "Authority") to borrow the sum of up to 1,500,000 dollars required for its purposes until payment to the Authority by the participating municipalities designated as such under the Conservation Authorities Act, R.S.O. 1990, Chapter C.27, as amended 2006, and grant payments received from senior levels of government.

Be It Therefore Resolved:

THAT the Authority borrow, at the lowest effective interest rate, from any one of its appointed financial institutions or participating municipalities, a sum not to exceed in the aggregate 1,500,000 dollars at any one time necessary for its purposes by way of loans, advances, overdrafts, or promissory note, or notes of the Authority until payment to the Authority of any grants and of sums to be paid to the Authority by participating municipalities.

(g) Designation of Signing Officers for 2017

THAT the Chair/Vice Chair, General Manager/Secretary-Treasurer, and Director of Finance and Corporate Services be designated as ERCA's Signing Officers for 2017.

5. **2016 ERCA Annual Report**

Annual Reports will be distributed to members and the corresponding video will be shown.

6. **ERCA Staff Service Awards**

7. **ERCA Conservation Awards Presentation**

A Wine and Cheese Reception for Board Members, Staff and others present will be held immediately following the meeting.

8. **Other Business**

(a) The next meeting of the ERCA Board of Directors will be held on Thursday, February 9, 2017 starting at 7:00 p.m. in Council Chambers, Essex County Civic Centre, 360 Fairview Avenue West, Essex, ON.

9. **Adjournment**



A handwritten signature in black ink, appearing to read "Richard J.H. Wyma", with a long horizontal flourish extending to the right.

Richard J.H. Wyma CSLA
General Manager/Secretary-Treasurer

UPCOMING EVENTS

- | | |
|------------------|--|
| February 2, 2017 | Owl Prowl 7:00PM Holiday Beach Conservation Area <i>*pre-registration is required</i> |
| February 9, 2017 | Board of Directors Meeting 7:00PM Essex County Civic Centre |



MINUTES

Minutes for Meeting of the Board of Directors held Thursday, December 8, 2016, at 7:00 p.m. in Council Chambers, Essex County Civic Centre, 360 Fairview Avenue West, Essex, ON.*

| | | | |
|-------------------------|-----------------|------------------|-----------------------------|
| Members Present: | Steve Bjorkman | John Jacobs | Hilary Payne |
| | Terry Burns | Len Janisse | Jeff Renaud |
| | Susanne Coghill | Irek Kusmierczyk | Ed Sleiman (<i>Chair</i>) |
| | Al Fazio | Rick Masse | Larry Snively |
| | Fred Francis | Rita Ossington | Ron Sutherland |
| | Rick Fryer | Larry Patterson | Larry Verbeke |

Absent:

Regrets: Tania Jobin

Staff: Richard Wyma, General Manager/Secretary-Treasurer
Candice Kondratowicz, Corporate Services: Administrative Associate
Tim Byrne, Director, Watershed Management Services
Shelley McMullen, Director, Finance & Corporate Services
Kevin Money, Director, Conservation Services
Danielle Stuebing, Director, Community Outreach Services
Cynthia Casagrande, Regulations Coordinator
Tom Dufour, Geomatics Technician
Kris Ives, Curator/Education Coordinator
Duncan McTaggart, Watershed Research Technician
Mike Nelson, Resource Planner
Gina Pannunzio, Remedial Action Plan Assistant
Katie Stammler, Water Quality Scientist/SWP Project Manager

Guests: Assorted Media

1. Call to Order

Good evening, everyone, and welcome. We have regrets tonight from Councillor Tania Jobin.

2. Declarations of Pecuniary Interest

None

3. Approval of Agenda

Resolution BD87/16 Moved by Fred Francis

Seconded by Rick Masse

THAT the Agenda for the Thursday, December 8, 2016, Meeting of the Board of Directors be approved.

- CARRIED

4. Adoption of Minutes

(a). ERCA Board of Directors

Resolution BD88/16 Moved by Larry Snively

Seconded by Susanne Coghill

THAT the Minutes of the Thursday, November 10, 2016 Meeting of the Board of Directors and the recommendations therein be approved as distributed.

- CARRIED

(b). Conservation Ontario (CO)

Resolution BD89/16 Moved by John Jacobs

Seconded by Jeff Renaud

THAT the Agenda of the December 5, 2016, Conservation Ontario Council Meeting be received.

- CARRIED

(c). **John R. Park Homestead Advisory Committee (JRPAC)**

Resolution BD90/16 Moved by Larry Patterson

Seconded by Al Fazio

THAT the minutes of the September 19, 2016 meeting of the John R. Park Homestead Advisory Committee be received as presented. - CARRIED

5. Announcements

(a). Comments from the Chair, Ed Sleiman

I'd like to take this opportunity to especially welcome Councillor Jeff Renaud from LaSalle. Mr. Renaud is replacing Councillor Crystal Meloche on our Board. Jeff is a familiar face around the table – he and his family have been involved in conservation activities for many years. In fact, Jeff is the son of former Chair Ray Renaud. A big welcome to you, Jeff – we are delighted to have you on the ERCA Board of Directors.

We have a very full agenda this evening, but I do want to take a brief moment to reflect on our many successes this past year, which will be more fully celebrated at our Annual meeting in January.

With the launch of a new strategic plan, a new visual identity, and the construction of the Cypher Systems Group Greenway, to name just a few of our accomplishments, it's been an exceptional year.

I have enjoyed working with all of you to implement environmental projects and programs to truly make our great region The Place for Life.

I wish you all a joyful and peaceful holiday season, and look forward to the new year with renewed enthusiasm; that we will continue to work positively together, to sustain and enrich the environment of the Windsor / Essex / Pelee Island region.

6. Delegations

None

7. Presentations

None

8. Reports for Approval

- (a) BD 42/16 Progress update on The Place for Life Policies

Resolution BD91/16 Moved by Fred Francis

Seconded by Len Janisse

THAT the Board of Directors support the creation of comprehensive Place for Life Policies that reflect the priorities and actions of ERCA's 2016-2025 Strategic Plan; and further,

THAT Administration present a draft of the Place for Life Policies and Consultation Strategy for review and endorsement by the Board in April 2017

- CARRIED

- (b) BD 43/16 Regional Investment

Resolution BD92/16 Moved by Len Janisse

Seconded by Steve Bjorkman

THAT Report BD43/16 be received for members' information; and further,

THAT this document be distributed to member municipalities with the draft budget.

- CARRIED

- (c) BD 44/16 Draft ERCA 2017 Fee Schedule

Resolution BD93/16 Moved by Terry Burns

Seconded by Ron Sutherland

THAT the draft 2017 ERCA Fee Schedule, as described herein, be approved; and further,

THAT Administration post notice of the Fee Schedule in ERCA's administrative offices and on ERCA's website and other social media, and be distributed to member municipalities.

- CARRIED

(d) BD 45/16 2017 Budget

Resolution BD94/16 Moved by Rick Fryer

Seconded by Larry Patterson

THAT the 2017 Draft Budget be approved by the Board of Directors for review by and input from member municipalities; and further,

THAT the 2017 Draft Budget be forwarded to Municipal Councils for consideration and input as part of the process of formal approval; and further,

THAT notice be given that, in accordance with the Conservation Authorities Act, there will be a weighted vote on the 2017 Draft Budget at the Board of Directors Meeting on February 9, 2017.

- CARRIED

9. Environmental Registry Reports for Comment

None

10. Reports for Information

(a) BD 46/16 Watershed Management Services Activities Report for September and October 2016

Resolution BD95/16 Moved by Larry Verbeke

Seconded by Rita Ossington

THAT the review of Regulations and Planning Applications, as presented in Report BD46/16 be received for Members' information - CARRIED

(b) Financial Statement for activities ending November 30, 2016

Resolution BD96/16 Moved by Irek Kusmierczyk

Seconded by John Jacobs

THAT the Financial Statement for activities ending November 30, 2016, be approved as presented.

- CARRIED

(c) Correspondence

Resolution BD97/16 Moved by Larry Patterson

Seconded by Terry Burns

THAT correspondence (i) be received for members' information.

- CARRIED

11. Closed Session – In Camera

None

12. Other Business

The next meeting of the ERCA Board of Directors will be the Annual General Meeting held on Thursday, January 19, 2017 starting at 7:00 p.m. in Council Chambers, Essex County Civic Centre, 360 Fairview Avenue West, Essex, ON.

13. Adjournment

Resolution BD98/16 Moved by Rick Fryer

Seconded by Ron Sutherland

THAT the Meeting be adjourned.

- CARRIED



Richard J.H. Wyma
General Manager/Secretary-Treasurer



FIDUCIARY DUTY AND STANDARD OF CARE

- 2.7 All Members are public officials and thus have the responsibility to be guided by and adhere to the rules of conduct, explicit and implied, for all such holders of public office in the Province of Ontario. In addition, Members must adhere to all applicable Acts of Incorporation and have statutory duties and are also responsible for understanding and operating within the laws affecting the Authority including, but are not limited to, environmental laws, safety standards, tax laws, etc.. Ignorance is not a valid defence and resignation may not be a defence.
- 2.8 More specifically as it relates to the Essex Region Conservation Authority, Members are obligated by:
 - The *Conservation Authorities Act*;
 - the *Municipal Conflict of Interest Act*;
 - The *Municipal Freedom of Information and Protection of Privacy Act*;
 - Administrative Procedures of the Essex Region Conservation Authority;
 - Ontario Regulation 158/06 whereby the Essex Region Conservation Authority enforces regulations governing the Fill, Construction and Alteration to Waterways;
 - Land Use Watershed Planning Policies.

Due to the Authority’s status as a registered charity, under the *Income Tax Act*, there are additional obligations and an enhanced duty of care associated with that status. Applicable Legislation includes:

- *Income Tax Act*
- *Charities Accounting Act (Ontario)*
- *Trustee Act (Ontario)*

- 2.9 The Board of Directors are legally obligated to act honestly, in good faith, and in the best interest of the Authority at all times. Such legal expectations are imposed upon Members because their actions have the power to expose others to financial and other risks. Members must avoid conflicts of interest and maintain the confidentiality of the information of the Authority.
- 2.10 Attendance at Board meetings is the responsibility of the Member. Regardless of whether or not a Member is present at a meeting where a decision is made, all Members are deemed to have consented with the decisions of the Board unless they register their dissent in accordance with the applicable statute.
- 2.11 Members will not be found liable for breach of duty or care or other liabilities when they act in good faith, relying on financial statements of the Authority, which the auditor/accountant represents to accurately reflect the financial status of the Authority. Further, the Members are entitled to rely upon the report of a lawyer, accountant or other person whose profession offers credibility to their statements.
- 2.12 The Authority maintains Directors and Officers liability insurance in keeping with Conservation Ontario standards for coverage.

CHAIR OF THE BOARD

- 2.13 The Chair of the Authority shall provide direction for all phases of the Authority’s activities and shall see that all business is conducted in a fair and just manner, and shall in particular:

- Assists GM/ST in preparing agendas for Board meetings where required;
- Attends and oversees all Board meetings and ensures meeting procedures are adhered to;
- Acts as the regular communication link between the Board and the GM/ST and works in partnership and provides direction and support as may be required to the GM/ST to ensure Board resolutions, policies, programs and projects adopted by the Authority and/or prescribed by legislation, are implemented;
- Serves as a signing officer for the Essex Region Conservation Authority;
- Represents the Essex Region Conservation Authority at functions to which it is invited, and acts as a public spokesperson for the Essex Region Conservation Authority to facilitate the objectives of the Essex Region Conservation Authority;
- Inspires other Members with his or her own commitment of support, time and enthusiasm and ensures the Board of Directors is apprised of significant issues in a timely fashion;
- Participates on Committees including Conservation Ontario unless otherwise delegated by the Board;

- Performs other duties when directed to do so by resolution or direction of the Essex Region Conservation Authority from time to time;
- Serves as Chair of the Executive Committee, and/or other Standing Committees as established through in these bylaws

VICE-CHAIR OF THE BOARD

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

- Understands the responsibilities of the Board Chair and acts as Chair in the absence and/or resignation of the Chair until such time as a new Chair is appointed or until the Chair resumes his/her duties;
- Attends all Board meetings;
- Represents the Essex Region Conservation Authority at functions to which it is invited, and acts as a public spokesperson for the Essex Region Conservation Authority to facilitate the objectives of the Essex Region Conservation Authority upon the request of the Chair;
- Serves as a signing officer for the Essex Region Conservation Authority;
- Performs other duties when directed to do so by resolution or direction of the Essex Region Conservation Authority from time to time;



4.20 Signing Officers

For purposes of signing officers, the Authority equates the title General Manager/Secretary-Treasurer to Chief Administrative Officer and the title Director of Finance and Corporate Services to Secretary-Treasurer as set out under “Signing Officers” in the Administrative Regulation as approved by the Minister of Natural Resources on February 8, 1985.

Signing officers shall be one of the Chair or Vice-Chair, together with the General Manager or the Secretary-Treasurer.

4.21 All deeds, transfers, assignments, contracts, and obligations entered into by the Authority must be signed by the signing officers of the Authority, as noted in 4.20 in keeping with ERCA’s Purchasing Policy, in keeping with *Conservation Authorities Act*, RSO 1990, Chapter C.27, S. 30.

ELECTION PROCEDURES

4.22 At the Annual Meeting of the Conservation Authority, following the introduction of new Members, the Chair requests that an individual other than a Member of the Essex Region Conservation Authority be appointed as an Interim Chair by motion for the purpose of conducting the election of Chair and Vice-Chair for the ensuing year. The GM/ST or designate, generally assumes this position.

4.23 The Chair requests a motion to appoint two (2) Scrutineers for the purpose of counting ballots should an election be required. Scrutineers may be any person other than a Member of the Board of Directors. The appointment of scrutineers requires a mover and seconder by Members.

4.24 The election of Chair and Vice-Chair positions will alternate between City and non-City municipalities for two-year terms. This practice is dependent on the continuity of municipal elections and appointments to the ERCA Board of Directors.

Each position requires separate nominations and elections. The Chair is elected first, then the Vice Chair.

4.25 The Chair advises that the election will be conducted in accordance with Administrative Regulations pursuant to S. 30 of the *Conservation Authorities Act* as follows:

- Elections will be held by secret ballot in the case of more than one nomination for any office. No Member may vote by proxy.
- Only current Members of the Authority may vote.
- The Chair calls for nominations three (3) times. Members nominate nominees verbally and do not require a seconder.
- When no further nominations are forthcoming, the Chair calls for a resolution that the nominations have been closed. The resolution is moved, seconded, and carried.
- The Chair asks each Member nominated if they accept the nomination. The Member must be present to accept the nomination or an affidavit of acceptance, signed by the member nominated, must be provided to the GM/ST to indicate acceptance of the nomination.
- If only one Member is nominated for a position, the Chair declares the Member to have the position by acclamation.
- If more than one Member accepts a nomination for a position, the Chair will ask the Scrutineers to distribute ballots to the Members for the purpose of election. The Chair repeats the names aloud for the benefit of the Members.
- In the event of an election, each nominee will be permitted not more than three (3) minutes to speak for the office, in the order of the alphabetical listing of his or her surnames.
- Members will write their choice for a nominee on the ballot and the scrutineers will collect and count the ballots. The results are provided

to the Chair, who announces the successful nominee, or announces a tie requiring a second vote.

- To be elected, a candidate must receive a majority of votes. The candidate receiving the lowest number of votes will be dropped from the ballot and a further ballot held.
- In the event of a tie, a second vote is taken.
- In the event of a tie after a second vote, the successful candidate shall be determined by the Chair by placing the names of the candidates on equal sized pieces of paper in a receptacle and one name being drawn by a person chosen by the Chair. The name of the candidate drawn shall be declared elected as Chair or Vice-Chair for the designated term.
- Following the elections, the Chair calls for a resolution to destroy the ballots. The resolution is moved, seconded and carried.
- Following the elections of Chair and Vice-Chair, the elected Chair of the Essex Region Conservation Authority occupies the Chair.

PER DIEMS AND EXPENSES

- 4.26 The Authority shall establish a per diem allowance and this allowance will apply to the Chair, Vice-Chair and Members for service to the Authority in attendance at Authority Board of Directors meetings, Standing Committee Meetings, and at such other meetings as may be requested by the Chair and/or authorized by the Authority through the GM/ST
- 4.27 A per diem will be paid for each separate meeting attended, unless the meetings are consecutive and at the same location including those where no quorum is present.
- 4.28 The Authority Chair and Vice-Chair shall receive an honorarium as authorized by the Authority.
- 4.29 All per diem allowances, travel expenses, honorariums, and allowances shall be in accordance with the Ontario Municipal Board (OMB) Order or approval by the OMB.

CHAIR’S MEETING RESPONSIBILITIES

- 4.30 The Chair officiates to ensure the efficient conduct of the business before the Board and facilitates the meeting without participating in the debate. The Chair remains objective and impartial. The Chair may exercise a deciding vote or cast a vote if the votes are otherwise equal.
- 4.31 The Chair reserves the right to decline, admit, or defer to another meeting, issues not contained in the prepared and approved agenda and that Members have no knowledge of. While ‘walk on’ approval items are usually discouraged, items for information may be added under the ‘Other Business’ section of the Board agenda, at the Chair’s discretion.
- 4.32 The Chair ensures the total meeting time be equitably shared among Member and the business of the meeting. This may require the Chair to limit the number of times a Member may speak and their associated time with the floor. This prevents domination of meetings or an undue consumption of time by any one Member or issue.
- 4.33 The Chair may set discussion time limits or defer further discussion of any specific agenda item to ensure the meeting runs in a thorough yet efficient manner.
- 4.34 All questions and comments must be directed to and through the Chair.
- 4.35 The Chair ensures discussion is relevant to the issue at hand. The Chair is entitled to interrupt a Member if deviating from the issue at hand.
- 4.36 If a Member, unable to be in attendance at any regular scheduled meeting, wishes to bring to the attention of the Board any additional information or opinion pertaining to an agenda item, the Member shall address in writing to the Chair such correspondence prior to the start of the meeting. The correspondence shall be read or otherwise made available to Members by the GM/ST without comment or explanation.