



District of Timiskaming Social Services Administration Board
Conseil d'administration des services sociaux du district de Timiskaming

By-Law No. 2009-02

Board Governance By-Law

1. Definitions

For the purpose of the Rules of Order and Proceedings of the District of Timiskaming Social Services Administration Board, the following words shall have the meaning given herein:

- 1.1 "Board" means the District of Timiskaming Social Services Administration Board
- 1.2 "Chair" means the Chairperson of the meeting.
- 1.3 "Chief Administrative Officer" means the Chief Administrative Officer of the District of Timiskaming Social Services Administration Board.
- 1.4 "Committee" means a committee appointed by the Board.
- 1.5 "Committee Chairperson" means Chairperson of a committee of the Board.
- 1.6 "Committee of the Whole" means all the members of the Board present at a meeting sitting in Committee.
- 1.7 "Holiday" means any holiday as defined in Section 29 of the Interpretation Act, R.S.O. 1990, Chapter I.11.
- 1.8 "Meeting" means any regular, special, committee, sub-committee, or other meeting of the Board or Advisory Body, as the case may be.
- 1.9 "Member" means a Member of the Board or of a Committee;
- 1.10 "Point of Order" may be called by any Member of the Board and means to call attention to:
- (1) any breach of the Rules of Order of the Board; or
 - (2) any defect in the constitution of any meeting of the Board; or
 - (3) the use of improper, abusive or offensive language; or
 - (4) notice of the fact that the matter under discussion is not within the scope of the proposed motion; or
 - (5) any other informality or irregularity in the proceedings of the Board.
- 1.11 "Point of Personal Privilege" means all matters affecting the rights and immunities of the Board collectively, or the position, rights and conduct of members in their representative character: A breach of privilege is, in effect, a willful disregard of the dignity and lawful authority of the Board or any of its members, such as complaints about heat, noise, etc.
- 1.12 "Presiding Officer" means a person appointed by the Members present at a Board meeting in the event the Chair is not in attendance within fifteen (15) minutes after the hour appointed for the Board meeting, or in the event the Chair declares a conflict of interest with

the subject matter in the meeting.

- 1.13 “Recorded Vote” means the recording of the name and vote of every Member present on any matter or question;
- 1.14 “Recording Secretary” means a person appointed by the Chief Administrative Officer or the committee to record the Minutes of a meeting of the Board or Committee.
- 1.15 “Vice-Chair” means a member of the Board duly elected by a majority of Board members to act as Vice-Chair of the Board.

2. General Provisions

- 2.1 The rules and regulations contained herein shall be observed in all proceedings of the Board, and with necessary modifications, the Committee of the Board, and shall be the rules and regulations for the order and conduct of business therein.
- 2.2 In all unprovided cases in the proceedings of the Board or Committee, the Rules of Debate of the Legislative Assembly of Ontario shall prevail where applicable in all circumstances not covered herein.
- 2.3 No standing rule or order shall be suspended except by a two-thirds vote of Members present at a meeting.
- 2.4 No amendment or suspension or repeal of this Procedure shall be considered at any meeting of the Board, unless Notice of the proposed amendment, suspension or repeal was given at a previous regular meeting of the Board, and the Board may not waive such notice.

3. Meetings of the Board

- 3.1 The Regular meetings of the Board shall be held at times, dates and places to be determined by the Board Members at the inaugural meeting in each year. A calendar of the times, dates and places of meetings will be made available by January 30 of each year to all member municipalities, the public, and other designated parties as agreed to by the Board members, which may be posted on the DTSSAB Website.
- 3.2 The Chair may summon a special meeting of the Board on forty-eight (48) hours notice to the Members of the Board, such notice shall be in writing, mailed or delivered to the residence of the Members, or shall be given in any other manner in the case of an emergency and such notice must state the business to be discussed.
- 3.3 The only business to be dealt with at a special meeting of the Board is that which is given in the notice of the meeting.
- 3.4 All meetings of the Board and its Committees shall be open to the public with the following exceptions:
 - (a) the security of the property of the board;
 - (b) personal matters about an identifiable individual, including board employees;
 - (c) a proposed or pending acquisition or disposition of land by the board;
 - (d) labour relations or employee negotiations;

- (e) litigation or potential litigation, including matters before administrative tribunals, affecting the board;
- (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (g) a matter in respect of which the board or committee of the board may hold a closed meeting under another Act. 2001, c. 25, s. 239 (2).

3.5 A meeting shall be closed to the public if the subject matter relates to:

- (1) the consideration of a request under the Municipal Freedom of Information and Protection of Privacy Act, if the Board is the head for purposes of that Act
- (2) a matter that the Board is not permitted to disclose under the Municipal Freedom of Information and Protection of Privacy Act.

3.6 The Recording Secretary shall record or shall have recorded at meetings closed to the public the following:

- (1) the time and fact of the holding of a closed meeting;
- (2) the general nature of the matter considered at the closed meeting.

3.7 No information related to personal information, as defined in the Municipal Freedom of Information and Protection of Privacy Act, shall be recorded at any public or closed meeting of the Board or its Committees.

Proceedings of Board Meetings

4.1 A majority of the whole number of members required to constitute the Board is necessary to form a quorum.

4.2 Within fifteen (15) minutes after the hour appointed for a meeting, and if the Chair does not attend, the Chief Administrative Officer shall call the Members to order if a quorum is present, and a Presiding Officer shall be chosen from the Members present, who shall preside during the meeting or until the arrival of the Chair.

(1) The Presiding Officer shall have all the powers of the Chair and may vote as a Member.

4.3 If no quorum is present within twenty (20) minutes after the hour appointed for a meeting the Recording Secretary shall record the names of those present and the meeting shall stand adjourned until the next regular meeting.

4.4 Those Members who declare a conflict of interest, under the Municipal Conflict of Interest Act, with any item(s) at a meeting, shall not be counted in determining a quorum.

4.5 Where a quorum exists, the majority of the members present and eligible to vote may carry any resolution or other measure put before the Board.

4.6 The business of the Board shall, in all cases, be taken up in the order in which it stands upon the Agenda, or unless otherwise decided by a majority of the members present.

4.7 The CAO shall prepare agendas and materials of the Board and committee meetings as assigned, as follows:

(a) The CAO shall ensure these draft agendas and materials are to be made available to Board

Members at least 1 week prior to a regular meeting, which may be posted on the DTSSAB Website in the member log-in section.

- (b) The CAO shall ensure these draft agendas are made available to the public at least 1 week prior to a regular meeting, which may be posted on the DTSSAB Website. Additional hard copies of the draft agenda will also be made available to the public at the meetings.
- (c) Individuals or groups wishing to appear before the Board at a regular meeting will be advised to submit the request to the CAO along with an outline of their presentation, at least 10 working days prior to the meeting, and the CAO may make a determination as to the deferral of delegations to a subsequent meeting. The CAO in conjunction with the Board Chair will approve or decline the request. Such written requests shall state the nature of the business to be discussed and to which the said person shall confine their remarks. Every communication, including a petition designed to be presented to the Board, shall be legibly written or printed, preferably provided in electronic format, and shall not contain any obscene or improper matter or language and shall be signed by at least one person.
- (d) Individuals or groups wishing to appear before the Board at a regular meeting, but who have not provided notice in accordance with this Section, may be permitted to make a presentation only if time permits and at the discretion of two thirds majority of the Board members.
- (e) Agendas shall be generally formatted as follows, but modifications to the matters to be included or the order of business may be affected without requiring amendment to this by-law.

Standard Agenda Format:

- (1) Disclosure of Pecuniary Interest
 - (2) Petitions and Delegations
 - (3) Adoption of Previous Meeting Minutes
 - (4) Business Arising from the Minutes
 - (5) Additions to Agenda/ Acceptance of Agenda
 - (6) By-Laws
 - (7) Committee/ Board Reports
 - (8) Accounts
 - (9) Statistical Information
 - (10) Correspondence
 - (11) Other Business
 - (12) Resolution: to move to an In-Camera (closed) Session
 - (13) Resolution: Return to Regular Meeting
 - (13) Adjournment/ Next Meeting
- (f) The business of the Board shall be taken up in the order as listed on the agenda unless otherwise decided by the Chair, or Vice-Chair as the case may be, who is the presiding officer.

4.8 The Recording Secretary shall record:

- (1) The place, date and time of the meeting
- (2) The names of the Presiding Officer and the attendance of the members
- (3) The reading, if requested, correction and the adoptions of prior minutes; and
- (4) All other proceedings of the meeting without note or comment

- 4.9 At each regular meeting of the Board, the minutes of the preceding regular meeting and any special meeting(s) shall, unless otherwise decided by the Board, be submitted for adoption and, once approved by a majority of members present, shall be signed by the Chair.
- 4.10 A person not a Member of the Board shall not be allowed to address the Board except upon approval of the Board or as may be required by law.
- 4.11 A person who has complied with Section 4.10 herein may address the Board for a period not exceeding five (5) minutes, except with the permission of two thirds majority of Board Members present at the meeting.
- 4.12 A delegation consisting of more than two (2) persons shall be limited to two (2) speakers, and each shall be limited to speaking for not more than five (5) minutes, except with the permission of the majority of Board Members present at the meeting.
- 4.13 The Chair/Presiding Officer may expel or exclude from any meeting, any person who has been guilty of improper conduct at the meeting.
- 4.14 Any Member of the Board, at any time prior to the completion of the Agenda, may file, in writing, with the Recording Secretary, an item for inclusion on the Board Agenda. However, Board members must give as much advance notice as possible of any item which they wish to add to the agenda.
- 4.15 All motions to be considered at a meeting must be included on the Board agenda prior to the meeting except motions dealing with matters of an urgent nature or to give direction or support on a matter already on the agenda, such motion(s) may be introduced with the approval of seventy-five (75) percent of the Members of the Board present at the meeting.
- 4.16 Committee of the Whole shall mean the Board sitting as Committee of the Whole and the rules governing the procedure of the Board and the conduct of Members of the Board, shall be observed in Committee of the Whole, so far as they are applicable, except that:
- (1) motions may be moved and seconded orally; and
 - (2) more latitude may be allowed in discussions, as determined by the Committee.
- 4.17 All Notices of Motion shall be in writing and signed by the Mover.
- (1) Upon calling a Member's Notice of Motion which is listed on an Agenda for the first time, the Member, upon request, is entitled to have consideration of the Motion deferred to the next regular meeting.
 - (2) When a Member's Notice of Motion has been called from the Chair at two (2) successive meetings, and not proceeded with, it shall be dropped from the Agenda of the next meeting, as it will be deemed to be withdrawn.
- 4.18 All motions called upon at a Board meeting, which have not been disposed of, shall be placed at the end of the list of motions unless otherwise decided by a majority of the Board.
- 4.19 A majority vote of Members present is required on a motion to proceed on recessing a meeting and the time to return shall be announced by the Chair.
- 4.20 A motion passed by a majority of Members present is required to continue a Board meeting past 11:00 p.m. and every hour thereafter.

4.21 Inaugural Meeting

- (1) A Board shall, at its first meeting after January 1 in each year, appoint one of its members as Chair of the Board. O. Reg. 278/98, s. 5 (1) and one its members as Vice Chair of the Board
- (2) The member of the Board who is appointed as Chair shall serve as Chair until the December 31 following the appointment and, subject to subsection (3), may be re-appointed as Chair for the next year. O. Reg. 278/98, s. 5 (2).
- (3) No member of the Board shall serve as Chair for more than,
 - (a) in the case of a member appointed as Chair before January 1, 2007, three consecutive terms; and
 - (b) in the case of a member appointed as Chair on or after January 1, 2007, four consecutive terms. O. Reg. 410/06, s. 2.
- (4) If the Chair 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. O. Reg. 278/98, s. 5 (4).
- (5) The CAO shall conduct the voting of the Board members in the selection of the Chair and Vice-Chair.

5. Rules of Debate

- 5.1 The Chair shall preserve order and decorum and decide questions of order, subject to an appeal to the Board by any Member.
- 5.2 No Member shall conduct themselves so as to:
 - (1) Speak disrespectfully of:
 - (i) the reigning Sovereign or of any of the Royal Family;
 - (ii) the Governor-General of Canada;
 - (iii) the Lieutenant-Governor of the Province of Ontario;
 - (iv) the Government of Canada;
 - (v) the Government of the Province of Ontario;
 - (2) use indecent, offensive or insulting language;
 - (3) speak on any subject other than the subject in debate;
 - (4) disobey the rules of the Board or a decision of the Chair on decisions of order or practice or upon the interpretation of the rules of the Board, and if a Member persists in any such disobedience after having being called to order by the Chair, the Chair shall forthwith put the question "that such Member be ordered to leave his/her seat for the duration of the meeting of the Board", and there shall be no amendments, debate or adjournment allowed on the question, but if the Member apologizes, he/she may, by vote of the remaining Members of the Board, be permitted to retake his/her seat.
- 5.3 Any question on which there is an equality of votes shall be deemed to be negative.
- 5.4 Every Member of the Board present at the Board meeting may vote when a question is put, except where he/she is prohibited by statute from voting or disqualified to vote by reason of a declared conflict of interest, or is absent from the Board Chambers when the question is put.

- 5.5 Upon a vote being required, each Member shall raise their hand when voting either 'for' or 'against' the question or matter except in the case of a recorded vote, in which case Rule 5.10 shall apply.
- 5.6 If any Member, at a meeting of the Board, does not vote when a question is put, he/she shall be deemed as voting in the negative, except where he/she is prohibited from voting by statute or disqualified by reason of a declared interest.
- 5.7 In accordance with the *Municipal Conflict of Interest Act*, R.S.O. 1990, Chapter M. 50, any Member required to do so by the provision of the Act, shall disclose any direct or indirect interest and state the general nature of such interest and it shall be recorded in the minutes of the meeting.
- 5.8 Any Member who is not disqualified from voting by any Act may request that a recorded vote be taken prior to, or immediately subsequent to the taking of a vote.
- 5.9 Upon a recorded vote being requested by a Member on any matter or question, the Chair shall ask those Members voting in favour of the question to indicate their vote until their vote has been recorded, and then the Chair shall ask those Members voting in opposition to the question to indicate their vote until their vote has been recorded.
- 5.10 Any Member who does not indicate his/her vote at the time of a recorded vote shall be deemed to be voting in the negative, except where he/she is prohibited from voting by statute or disqualified by reason of a declared interest.
- 5.11 When a vote is required, a Member not present in the Board Chambers when the question is called, shall not be entitled to a vote on that question.
- 5.12 Every Member speaking on any question or motion shall address the Chair.
- 5.13 When two (2) or more Members wish to speak, the Chair shall designate the Member who is to have the floor and the Member, who in the opinion of the Chair, first requested to speak shall have the floor.
- 5.14 Each member shall be allowed to speak only once on the question for a maximum period of three (3) minutes, except the Member who has made a Motion and/or an amendment to such motion shall be permitted the final reply to close the debate, and such final reply shall be limited to two (2) minutes.
- 5.15 A Member of the Board may speak a second time to a question, upon the concurrence of the Members present, but only if the question has not yet been put to a vote, and the Member shall be permitted an additional two (2) minutes, after which the Member who has made the Motion being debated, shall be granted a final reply which shall be limited to two (2) minutes.
- 5.16 A Motion to reconsider shall not be made during the same meeting of the Board at which the original determination was taken.

- 5.17 No Member shall interrupt the Member who has the floor, except to raise a point of order, ask a question of privilege or a question of quorum.
- 5.18 No Member shall remark upon any prior determination of the current Board, except to conclude such remarks with a Motion to reconsider such determination and such Motion may only be made once.
- 5.19 When a Member rises to a point of order, the Member shall ask leave of the Chair to raise a point of order, and after leave is granted, shall state the point of order to the Chair and the Chair shall then state and decide upon the point of order; and
- (1) thereafter, the Member shall address only the Chair for the purpose of appealing to the Board from the decision of the Chair; and
 - (2) if no Member appeals, the decision of the Chair shall be final; and
 - (3) the Board, if appealed to, shall decide the question, without debate, and its decision shall be final.
- 5.20 A Member may raise at any time, with the consent of the Chair, a point of personal privilege, for the purpose of drawing the attention of the Board to the matter and such point of personal privilege shall be taken into consideration immediately.
- 5.21 No person except Members of the Board shall be allowed to come to the Board table during the sittings of the Board without permission from the Chair or the Board.
- 5.22 When the Chair is putting a question, no other Member shall walk across or out of the Board Chambers or make any noise or disturbance.
- 5.23 When a Member is speaking to an issue, no other Member shall walk across or out of the Board Chambers or make any noise or disturbance.
- 5.24 the Chair/Presiding Officer shall not debate the question on the floor, but shall confine their role to the proper conducting of the meeting.
- 5.25 If the Chair/Presiding Officer wishes to debate the question on the floor, then he/she must vacate the Chair and a temporary Chair shall be appointed by the Chair of the Board or the Chair of a Committee.

6. Motions and Order of Putting Questions

- 6.1 All motions or resolutions shall be seconded before being debated or put from the Chair and shall be in writing and shall be presented to the Chair.
- 6.2 A motion of referral (to commit) may be amended by altering the Committee to which the motion is referred or by giving the Committee additional instructions.

6.3 Notwithstanding Section 6.1 herein, Motions may be introduced orally, pertaining to the following:

1. a point of order or personal privilege;
2. a motion to adjourn debate (deferral);
3. presentation of petitions;
4. a motion to commit (referral);
5. a motion to withdraw a motion before the Chair;
6. a motion to recess;
7. a motion for the previous question which shall not be passed without a majority vote of all Members of the Board present;
8. a motion that the Board resolve itself into Committee of the whole, and/or to rise into Public Meeting;
9. a motion to separate a question;
10. a motion to continue a Board meeting beyond 11:00 p.m.

6.4 After a motion is read or has been stated by the Chair, it shall be deemed to be in possession of the Board and can be withdrawn before decision or amendment, only with leave of the Board expressed by a motion put forth by the mover of the original motion.

6.5 A motion properly before the Board for decision, must receive disposition before any other motion can be received except a motion to amend, defer (adjourn debate) for the previous question, to adjourn a meeting, to extend the hours of closing proceedings, to commit (referral) or on a matter of a quorum.

6.6 A motion in respect of a matter which is beyond the legal power or authority (*ultra vires*) of the Board shall not be in order unless it be a matter which, in the opinion of a majority of the Board, has to do with the welfare of the citizens of the Timiskaming District generally.

6.7 A motion to amend:

- (1) shall be presented in writing;
- (2) shall receive disposition of the Board **before** a previous amendment on the question;
- (3) an amendment to the question shall be allowed only once;
- (4) shall be relevant to the question to be received; and
- (5) shall not be received proposing a direct negative to the question.

6.8 A motion for the previous question (to call the question):

- (1) cannot be amended;
- (2) cannot be proposed when there is an amendment under consideration;
- (3) shall preclude all amendments of the main question;
- (4) when resolved in the affirmative, the question is to be put forthwith without debate or amendment;
- (5) cannot be received in any Committee of the Board;
- (6) can only be moved in the following words, "That the question be now put".

6.9 A motion to close the Board meeting;

- (1) shall always be in order, except as provided in this Section, and shall be put immediately without debate;
- (2) when resolved in the negative, cannot be made again until after some intermediate proceeding shall have been completed by the Board;
- (3) is not in order when a Member is speaking, nor during the verification of a vote;
- (4) cannot be amended; and
- (5) Is not in order immediately following the affirmative resolution of a motion for the previous question.

6.10 A motion to adjourn debate (deferral):

- (1) shall always be in order, except as provided in this Section and shall be put immediately without debate;
- (2) when resolved in the negative, cannot be made again until after some intermediate proceeding shall have been completed by the Board;
- (3) is not in order when a Member is speaking, nor during the verification of a vote; and
- (4) Is not in order immediately following the affirmative resolution of a motion for the previous question.

6.11 After a question is finally put by the Chair, no Member shall speak to the question, nor shall any other motion be made until after the vote is taken and the result has been declared, and no Member absent from the Board Chambers when the question is put, shall vote thereon.

6.12 If a Member disagrees with the declaration of the Chair on the result of a vote, such Member must object immediately after such declaration, and request that the vote be retaken, and when so requested, the Chair shall have the vote retaken.

6.13 Debate shall be restricted to each proposal in its turn when a question has been separated upon leave of a majority of the Board.

6.14 The manner of determining the decision of the Board on a motion, shall be by show of hands and as declared by the Chair, except for recorded votes.

6.15 Upon enactment, every Resolution shall be endorsed by the Chair with the date of enactment thereof.

7. Sub-Committees of the Board

7.1 The Board may establish Sub-Committees or Ad-Hoc Committees to deal with specific matters.

7.2 The Sub-Committee or Ad-Hoc Committee shall consist of at least one Member of the Board and as many appointed citizen members as required, such citizen appointments to be made by concurrence of a majority of the Board.

7.3 Citizen members may not be appointed as Chair, except by concurrence of a majority of the Board.

- 7.4 All meetings of the Sub-Committee or Ad-Hoc Committee shall be open to the public and all such meeting dates shall be determined by the Members according to the results of surveying the appointed membership.
- 7.5 A Sub-Committee or Ad-Hoc Committee shall hold office at the pleasure of the Board but in no instance will the Committee serve beyond the term of the Board.
- 7.6 The Sub-Committee or Ad-Hoc Committee shall report on its findings to the Board through the office of the Chief Administrative Officer, within three (3) working days after each meeting of the Sub-Committee or Ad-Hoc Committee.
- 7.7 A quorum of a Sub-Committee or Ad-Hoc Committee shall be a majority of Members and one of which must be a Member of the Board who must be present at the meeting.
- 7.8 The seat of a Member of the Sub-Committee or Ad-Hoc Committee shall be declared vacant if the Member is absent for three (3) consecutive meetings without being authorized by the Chair of the sub-Committee or Ad-Hoc Committee.

8. Access to Information for the Board

- 8.1 Members of the Board shall have access to all information provided he/she is not prohibited by statute from having such information.
- 8.2 Files and documents may not be removed from the care and control of the Chief Administrative Officer.

9. Indemnities to Directors and Others

Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against: all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suite or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability ;all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect of default.

- 9.1 That By-Law 2009-01 be repealed.

Passed by the Board this 16th day of December 2009.

Witness the Corporate Seal:



Board Chair