

To: ONE Joint Investment Board  
From: Denis Kelly, Secretary  
Date: May 19, 2020  
Re: Procedure By-law  
Report: 20-002

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## 1. RECOMMENDATION

1. ONE JIB pass the attached Procedure By-law.

## 2. SUMMARY

ONE JIB requires a Procedure By-law.

ONE JIB (“the Board”), as a “municipal services board” and “local board” under the *Municipal Act, 2001* (“*Municipal Act*”), is required to pass a procedure by-law. This is because s.238(2) of the *Municipal Act* provides that every municipality and local board shall pass a procedure by-law governing the calling, place and proceedings of meetings.

## 3. BACKGROUND

The *Municipal Act* contains various provisions relating to meetings of municipalities and local boards.

Besides s. 238(2) mentioned above, the *Municipal Act* contains various other provisions relating to meetings of municipalities and local boards. For instance, it requires that the procedure by-law provide for public notice of meetings. It contains a specific provision for electronic participation in meetings. There is also a very recent provision for electronic participation in meetings in the event of an emergency being declared by a municipality or the Province such as in the current COVID-19 situation.

The *Municipal Act* also stipulates that all meetings of municipalities and local boards shall be open to the public, subject to certain specific exemptions allowing for closed meetings. It contains a provision that anyone can request that an investigation be conducted into whether a meeting that was closed to the public complied with the *Municipal Act* exemptions. The investigation would be conducted by the Closed Meeting Investigator appointed by the municipality or local board – in this case, ONE JIB.

## 4. ANALYSIS

The Procedure By-law is similar to those of various municipalities and local boards and is consistent with the provisions of the *Municipal Act*.

The attached procedure by-law includes provisions that are contained in the procedure by-laws of other municipalities and local boards, such as the Toronto Investment Board. The provisions are geared toward providing transparency, smooth and efficient meetings, and compliance with the *Municipal Act*.

Highlights of the procedure by-law are as follows:

### Applicability of the By-law

- The by-law applies to all meetings of the Board and its committees.

### Chair and Vice-Chair

- The members of the Board are to appoint a Chair annually.
- The Chair's duties include presiding at all meetings of the Board, calling/cancelling/rescheduling meetings, calling special meetings, maintaining order, ruling on procedural matters, determining speaking order and the right to vote, and representing the Board at public or official functions.
- The Board is also to appoint a Vice-Chair each year. The Vice-Chair serves in the absence of the Chair.

### Place and Time of Meetings

- All meetings of the Board are to be held at such place in Ontario (or any other place agreed to by the Board and ONE Investment) as is specified in the meeting notice.
- The Board is to hold a minimum of four meetings each year (these "regular meetings" would typically be in accordance with the schedule of meetings approved by the Board).
- There is provision for special meetings to be called by the Chair, or by a petition of the members, on a minimum of 48 hours' notice, and special emergency meetings on less than 48 hours' notice.

### Notice of Meetings

- The Board Secretary is to give notice of regular meetings to the members at least five days in advance, where feasible.
- Notice is also to be given to ONE Investment staff, the treasurers of all the Participating Municipalities and the public.

### Agendas

- The agenda is set by the Board Secretary. (In practical terms this will be done in conjunction with the Chair and ONE Investment staff.)
- The agenda is to reach members at least five days in advance, where feasible.
- There are provisions for a supplementary agenda that includes items that relate to or

supplement items contained on the regular agenda.

## Meetings

- The Board must have and keep a quorum (a majority of its members) to have a meeting.
- All meetings (or parts of meetings) are to be held in public, with the public permitted to attend. There are exemptions when the subject matter being considered is
  - (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) education or training of the members, provided that no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Board or Committee;
  - (h) a matter in respect of which the Board may hold a closed meeting under another Act;
  - (i) information explicitly supplied in confidence to the Board by Canada, a province or territory or a Crown agency of any of them;
  - (j) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the 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;
  - (k) a trade secret or scientific, technical, commercial or financial information that belongs to the Board and has monetary value or potential monetary value; or
  - (l) 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.

There are also specific exemptions for considering requests under the *Municipal Freedom of Information and Protection of Privacy Act* and investigations by the provincial Ombudsman.

Prior to holding a closed meeting, the Board must pass a motion indicating that the meeting is closed, its general nature and the specific provision of the *Municipal Act* under which it is closed. Members can only vote in a closed meeting for procedural matters and giving directions to staff. All actions taken in a closed meeting are to be confirmed by a motion and a vote subsequently made in public.

## General Meeting Provisions

- Members can speak to an item for up to five minutes unless the Chair allows additional time.
- Members can ask questions of the Chair, an official of the Board or ONE Investment, the previous speaker and the public.
- A member of the public can address the Board for up to five minutes on any agenda item.
- Votes are initiated by motions.
- Motions do not require a seconder.

- There are specific provisions regarding the order of voting on motions. The most common motions – refer, defer, receive, amend, main motion – are voted on in that order.
- Members must vote on motions when they are present. A non-vote by a member who is present is considered to be a negative vote.
- A majority vote of the members present is required for most motions to pass (a 2/3 majority is required for some procedural motions such as to reconsider an item or amend the procedure by-law).
- A member can request a recorded vote on any motion. This means that the name of each member present will be recorded in the minutes as voting in favour of or against the motion.

### Electronic Participation

- A member can participate electronically in any meeting when the Board Chair determines that there are “exceptional circumstances”. In this case the member has all of the rights of the other members (e.g. speak, ask questions, make motions, vote) but cannot be counted in the quorum and cannot participate in any part of the meeting that is closed to the public.
- A member can also participate electronically when the member is unable to attend a meeting due to an “emergency” that has been declared by a municipality or the Province under the *Emergency Management and Civil Protection Act*. The member will have all of the rights of other members. But in this case the member can be counted in the quorum and can participate in a closed session.

### Conflicts of Interest

- The by-law reflects the provisions of the *Municipal Conflict of Interest Act* in requiring members, when they, their spouse, parent or child have a direct or indirect pecuniary interest (“interest”) in a matter being considered by the Board, to:
  - (a) disclose their interest and the general nature of it prior to any consideration by the Board;
  - (b) not take part in the discussion of, or vote on the matter; and
  - (c) not attempt in any way, before, during or after the meeting, to influence the voting on the matter.
- If a member has an interest in any matter that is being considered in a closed meeting, the member must leave the closed meeting.
- If a member is absent from a particular meeting at which an item in which the member has an interest is being considered by the Board or one of its committees, the member must declare the interest and the general nature of it at the next meeting of the Board or the committee.

### Minutes

- Draft minutes of Board meetings are prepared by the Board Secretary. They are then circulated to the Board members, ONE Investment staff and the treasurers of the Participating Municipalities and posted on the Board website as soon as possible after the meetings. This is because Board members, ONE Investment staff, staff of the Participating Municipalities and others will need to rely on and act on the minutes, sometimes quickly, before the next regular Board meeting.
- The draft minutes are submitted to the Board for approval at its next regular meeting.
- Minutes and other records of the Board are maintained and made available by the Board Secretary, subject to the provisions of the *Municipal Freedom of Information and Protection of Privacy Act*.

## Committees

- The Board can establish committees and designate their Chairs. The Chair of a committee must be a member of the Board.
- Committee deliberations will be reflected in a committee report to the Board at its next meeting, where feasible.

The attached procedure by-law contains provisions that are designed to promote transparency, help the Board run efficiently and to comply with legislation, particularly the *Municipal Act*. It is therefore recommended that it be passed.