



**THE DISTRICT OF THUNDER BAY  
SOCIAL SERVICES ADMINISTRATION BOARD**

**BY-LAW NUMBER 03-2021**

**(GOVERNANCE & PROCEDURAL BY-LAW)**

A BY-LAW TO REPEAL AND REPLACE BY-LAW NUMBER 01 - 2017 AND RELATING GENERALLY TO THE TRANSACTION OF THE AFFAIRS OF THE DISTRICT OF THUNDER BAY SOCIAL SERVICES ADMINISTRATION BOARD, AND THE CONDUCT OF MEETINGS.

**WHEREAS** The District of Thunder Bay Social Services Administration Board was established under the *District Social Services Administration Board Act, R.S.O., 1990, c.D. 15*, as amended, and Ontario Regulation 278/98, as amended;

**AND WHEREAS** By-laws have been passed from time to time to deal with the procedural matters and the transaction of the general business of The District of Thunder Bay Social Services Administration Board;

**AND WHEREAS** The District of Thunder Bay Social Services Administration Board wishes to amend its By-laws in certain respects;

**NOW THEREFORE THE DISTRICT OF THUNDER BAY SOCIAL SERVICES ADMINISTRATION BOARD, ENACTS AS FOLLOWS:**

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## 1. DEFINITIONS AND INTERPRETATION

(1) **Definitions.** In this By-law, unless the context otherwise requires:

"**Act**" means the *District Social Services Administration Boards Act*, R.S.O. 1990, c.D.15, as amended.

"**Administration**" means the persons employed by the Corporation or contracted by the Corporation for services.

"**Area 7**" means the territory without municipal organization within the district of the Corporation.

"**Board**" means the board composed of the Members of the Corporation.

"**Business Day**" means a day during which the administration offices of the Corporation are open.

"**By-law**" means this by-law, and any by-law enacted by the Board that is in force.

"**CAO**" or "**Chief Administrative Officer**" means the individual appointed as administrator of the Corporation pursuant to section 4(3) of the Act.

"**Corporation**" means The District of Thunder Bay Social Services Administration Board.

"**Inaugural Meeting**" means the first meeting of the Board in each year.

"**Member**" means a person who has been appointed or elected as a member of the Board.

"**Minister**" means the Minister of Children, Community and Social Services.

"**Regulation**" means Ontario Regulation 278/98 made under the authority of s.11 of the Act, as amended.

(2) **Interpretation.**

(i) In this By-law and in all other By-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural number and words importing a gender will include all genders, as the case may be.

(ii) If any provisions of this By-law are inconsistent with those contained in the Act or the Regulations, the provisions contained in the Act or the Regulations, as the case may be, will prevail.

- (iii) If any provisions of this By-law are inconsistent with the *Municipal Act, 2001*, S.O. 2001, c.25, the *Municipal Conflict of Interest Act*, R.S.O. 1990, c. M.50, the *Not-for-Profit Corporations Act, 2010*, or any other statutes governing the Corporation, including the regulations under those statutes, the provisions contained in those statutes or regulations, as the case may be, will prevail.

## 2. THE BOARD

- (1) **Composition.** Subject to the Act, the Board will consist of 14 Members, of whom:
  - (i) 13 Members shall be appointed by municipal councils from time to time, as set forth in the Regulation; and
  - (ii) 1 Member, the Member representing Area 7, shall be elected from time to time by the residents in Area 7 in an election administered by the Corporation, as set forth in the Regulation and in accordance with any guidelines issued by the Minister from time to time.
- (2) **Duties.** Subject to and without limiting the duties of the Board under the Act, the Regulations, any directives or guidelines issued by the Minister from time to time, or under any other applicable laws, it is the Board's mandate to provide leadership, which at its core is about motivating and inspiring people to take positive action as follows:
  - (i) each Member is to acquire and undertake a full understanding, acceptance and promotion of the Corporation's mission and purpose and adhere to the Board's code of conduct;
  - (ii) the basic standards of Member participation are to be positive, productive and flexible while respecting the values of the Corporation and to act in the best interests of the Corporation at all times;
  - (iii) each Member is required to be constructive in their participation and to be respectful to everyone in the Corporation (i.e., debate the issue not the person and respect other people and their ideas);
  - (iv) every Member has a duty to discourage unseemly, unproductive or disruptive behaviour that is out of line with the generally ordinary principals governing Members and to re-establish, where necessary, the Board's equilibrium;
  - (v) all Members should "lead" discussion on the business issues of the Corporation during the meetings of the Board and not outside of Board meetings or in other forums (including social media);

- (vi) every Member has a duty to ensure their criticism or comments about the Corporation or the Administration is constructive in its content and be made only through the appropriate channels of the Corporation;
  - (vii) every Member has a fiduciary duty to the Corporation in the management or supervision of the Corporation's work and to above all protect the Corporation by not engaging in unethical behaviour or breaching the rules of conduct as set out in the By-law and policies of the Corporation; and
  - (viii) every Member shall participate in a monthly Board evaluation process for the purpose of determining and improving the Board's effectiveness, culture, productivity and contribution to the Corporation.
- (3) **Vacancies.** If a Member:
- (i) becomes ineligible under the Act to hold office as a Member;
  - (ii) fails to attend three (3) consecutive meetings of the Board without the Board's authorization; or
  - (iii) resigns or dies before the end of their term,
- that Member will cease to be a Member and a new Member shall be appointed by (a) the municipal council or councils that appointed the Member, or (b) the Board in the case of the Member representing Area 7, as applicable, in accordance with the Regulations to serve for the remainder of the departing Member's term.
- (4) **Remuneration.** The Board will pay honorariums to each of its Members in accordance with the approved Remuneration for Board Members Policy.

### 3. **BOARD MEETINGS - GENERAL**

- (1) **Inaugural Meetings.** The Inaugural Meeting shall be held after January 1st in each year. At an Inaugural Meeting, the Board shall transact the following business:
- (i) the appointment of the Chair for a term to end on December 31 of that year;
  - (ii) the appointment of Vice-Chair for a term to end on December 31 of that year;
  - (iii) the establishment of a schedule for regular meetings and the annual general meeting of the Board of that year;

- (iv) the appointment of members of committees and advisory tables of the Board for a term to end on December 31 of that year; and
- (v) any other business properly brought before the Inaugural Meeting.

**(2) Appointment of Chair and Vice-Chair.**

- (i) Notwithstanding paragraph 3(1) above, the Board may appoint a Chair and/or Vice-Chair by way of a resolution in writing signed by all of the Members of the Corporation with effect as of January 2. Any such resolution that provides for the appointment of the Chair shall be deemed to be the Inaugural Meeting.
- (ii) The Chair and Vice-Chair will be appointed by the following process:
  - (a) In the year preceding the year of appointment, the CAO will call for candidates for each office.
  - (b) If more than one Member is interested in an office, the Board (excluding the candidates) will vote by secret ballot to select the nominee for the office.
  - (c) The Board will appoint two (2) scrutineers from among the "Director-level" of the Administration to oversee the counting of the secret ballots, and will announce the results of the vote(s).
  - (d) If the scrutineers report that there has been a tied vote, the Board will vote again by secret ballot to select the nominee for the office. If, after two secret ballot votes, a tied vote remains, an open vote will take place.
  - (e) The Board will appoint the candidate who receives the most votes at the Inaugural Meeting (or by way of a resolution in writing, as contemplated in paragraph 3(2)(i) above), and, unless the Board determines otherwise, the scrutineers will destroy the ballots promptly after the appointment.

**(3) Annual General Meetings.**

- (i) An annual general meeting of the Members shall be held by April 30th each year.
- (ii) At every annual general meeting, the following business will be transacted:
  - (a) the message from the Chair contained in the annual report shall be presented;

- (b) the financial statements and the report of the auditors shall be presented;
  - (c) auditors shall be appointed by the Board for the ensuing year;
  - (d) remuneration of the auditors shall be fixed by the Board; and
  - (e) any other business properly brought before the meeting.
- (4) **Meeting Schedule.** The Board shall meet no less than eight (8) times per year on dates and times approved by the Board after considering the schedules of the Members and Administration. The Board meeting schedule may be changed by the Board throughout the year. The approved schedule and any changes to it will be posted on the Corporation's website.
- (5) **Calling of Additional Meetings.** Additional Board meetings may be called by the Chair, Vice-Chair, or CAO upon direction in writing signed by at least fifty percent (50%) of the Members.
- (6) **Notice of Meetings.** No notice of any Board meetings set out in the meeting schedule shall be required. With respect to any other meetings, notice of the time and place of the Board meeting will be given to each Member as provided in paragraph 4(14) below and posted on the Corporation's website not less than seven (7) days before the time of the meeting, but if the Chair considers it a matter of urgency that a meeting of the Board be convened, the Chair may give notice of the meeting by telephonic or electronic means not less than twenty-four (24) hours before the meeting. No notice of a meeting will be necessary if all of the Members and the CAO (or designate) are present or if those who are absent waive notice of the meeting.
- (7) **Agenda Materials.** Agenda materials for Board meetings shall be posted to the Corporation's Board Portal at least seven (7) days prior to a regular meeting or additional meeting and at least twenty-four (24) hours prior to an emergency meeting. An electronic notice will be sent to all Members when the agenda materials have been posted.
- (8) **Cancelling Meetings.** The Chair or Vice-Chair, in consultation with the CAO, may cancel a meeting, provided it is not reasonably possible to convene the meeting by telephonic or electronic means at the same time as the cancelled in-person meeting, and provided notice of the cancellation is given to the Members as soon as reasonably possible. For greater certainty, the Chair or Vice-Chair, in consultation with the CAO, may convene the meeting by telephonic or electronic means if an in-person meeting is cancelled.
- (9) **Quorum.** A quorum for a meeting of the Board is formed when at least eight (8) of the Members of the Board are present at a duly called meeting.

Notwithstanding the foregoing, where the number of Members who, by reason of the provisions of the *Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50*, are excluded from participating in a meeting is such that the remaining Members are not sufficient to constitute a quorum, then the remaining number of Members shall be deemed to constitute a quorum on the condition that such number is not less than two (2).

- (10) **Place of Meetings.** Except as otherwise required by law or as otherwise determined by the Board, in-person meetings of the Board will be held at the Corporation's headquarters, in the City of Thunder Bay.
- (11) **Telephonic or Electronic Means.** A meeting of the Board, committee or advisory table may be conducted, in whole or in part, by telephonic or other electronic means, subject to any applicable laws, these By-laws, or any guidelines issued by the Minister governing the conduct of such meetings. Any Member joining a Board, committee or advisory table meeting by telephonic or other electronic means shall be deemed to be present at the meeting, and shall:
- (i) ensure they are alone in a secure location; and
  - (ii) in closed meeting, refrain from using any electronic device other than the device used to connect to the meeting.
- (12) **Open Meetings and Closed Meetings.**
- (i) Meetings of the Board will be open to the public (which may also be referred to as an "open session"). Notwithstanding the foregoing, a closed meeting of the Board (which may also be referred to as a "closed session") is required to address any of the following business:
    - (a) the security of the property of the Corporation;
    - (b) personal matters about an identifiable individual, including members of the Administration;
    - (c) a proposed or pending acquisition or disposition of land by the Corporation;
    - (d) labour relations or employee negotiations;
    - (e) litigation or potential litigation, including matters before administrative tribunals affecting the Corporation;
    - (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;



- (g) a matter in respect of which a council, board, committee or other body may hold a closed meeting under another statute; or
- (h) the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act* if the Corporation is the head of an institution for purposes of that statute.

Before holding a closed meeting or a portion of a meeting that is closed, the Board shall state by resolution the fact of the holding of the closed meeting and the general nature of the business to be transacted at the closed meeting.

- (ii) Open meetings shall be recorded for the purpose of ensuring accurate intent of any direction of the Board, but closed meetings shall not be recorded. Once the recording has been transcribed and the minutes of that meeting are confirmed by the Board, the recording shall be destroyed.
- (13) **Adjournment.** Any meetings of the Board may be adjourned to any time and date determined by the Board and such remaining business may be transacted at the adjourned meeting as might have been transacted at the original meeting.
- (14) **Address for Notice.** For the purpose of providing notices to any Member or officer for any meeting or otherwise, the mailing, telephone, fax or email address or number of any Member or officer shall be their last address, telephone number, fax number or email address recorded on the books of the Corporation. It shall be the responsibility of each Member to provide up-to-date contact information to the CAO. Any Member may at any time give notice of any change of the Member's address, fax number, telephone number or email address.
- (15) **Receipt of Notices.** Any such notice sent as aforesaid shall be deemed to be given to the addressee on the third normal Business Day following the date of such mailing, unless at the time of mailing, a postal service disruption is in progress or there is a reasonable expectation of a postal service disruption, in which case such notice shall be deemed to be given at the time when such notice should reasonably have been delivered. Any such notice given by fax or email shall be deemed to be given on the date the fax or email was sent.
- (16) **Errors or Omissions.** No error or omission in giving notice of a meeting of the Members shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting.

**(17) Attendance.**

- (i) It is the responsibility of a Member to make every reasonable attempt to attend meetings of the Board. If an in-person meeting of the Board is called, the Member will make every reasonable attempt to attend it, and if a telephonic or electronic meeting of the Board is called, the Member will make every reasonable attempt to attend it.
- (ii) Every Member who is not able to attend a meeting of the Board must provide reasonable and timely notice to the CAO or designate, and request that the Board excuse the Member from attending the meeting. Upon receipt of such a request, the request shall be added as an order of business for that meeting.

**(18) Board Minutes.**

- (i) The minutes of the meetings of the Board shall record:
  - (a) the place, date and time of the meeting;
  - (b) the names of the presiding officer or officers and a record of the Members in attendance including participating via teleconference or other electronic means, regrets received from Members unable to attend the meeting and Members that are absent without notification of absence;
  - (c) disclosures of conflicts of interest;
  - (d) the reading, if requested, correction and adoption of the minutes of previous meetings; and
  - (e) all other proceedings of the meeting.
- (ii) Minutes of open meetings will be confirmed by the Board at open meetings of the Board and minutes of closed meetings will be confirmed by the Board at the next closed meeting of the Board. For greater certainty, it is not necessary to hold a closed meeting of the Board for the sole purpose of approving the minutes of the previous closed meeting.
- (iii) Confirmed minutes shall be signed by the Board Chair and CAO.

**4. BOARD MEETINGS – DEPUTATIONS**

- (1) **Deputations.** Members of the public may make deputations to the Board at meetings of the Board. Every proposed deputation must first be submitted to the Corporation in writing and:

- (i) be legibly written or printed;
- (ii) not contain any obscene language;
- (iii) fall within the governance mandate and policy framework of the Corporation, as determined by the Chair and CAO;
- (iv) not be used to attempt to enforce a personal grievance against the Corporation, the Board, or the Administration, as determined by the Chair and CAO;
- (v) be signed by at least one (1) person; and
- (vi) be filed with the CAO no later than fifteen (15) Business Days prior to the meeting at which it is intended to be discussed.

If the Chair and CAO determine that the deputation is in order, the person or persons who submitted the deputation will be accorded no more than 10 minutes in total to present the deputation to the Board and to answer questions. If the Chair and CAO determine that the deputation is not in order, then it will not be considered by the Board.

- (2) **Deputations - No Voting.** If the deputation pertains to a request requiring a decision of the Board, the Board shall refrain from voting on the request until the following meeting to allow the Administration an opportunity to conduct a review of the topic and to provide a recommendation to the Board. Notwithstanding the foregoing, if there is a consensus among the Members that the request requires an urgent decision, a vote may be held at the meeting where the deputation is made.

## 5. BOARD MEETINGS - NEW BUSINESS

- (1) **Proposing New Business.** Any Member may propose new business to the Board for consideration that relates to the governance mandate and policy framework of the Corporation. Proposed new business for open and closed sessions must be brought forward when called for on the open session agenda. Any proposed new business for consideration at a closed session must be raised in an open session and shall include the reason for discussing the matter in a closed session.
- (2) **Consideration of New Business.** Unless the proposed new business pertains to an urgent matter, the Board will vote on whether to include the proposed new business in the agenda at its next meeting and will not vote on the new business itself at the current meeting.
- (3) **Urgent New Business.** If the proposed new business is of an urgent nature, the Board will discuss the urgency and determine if the discussion and vote on the new business should be held at the current Board meeting.

## 6. BOARD MEETINGS – MOTIONS

- (1) **In Writing.** A motion must be presented in writing. Any Members participating by telephonic or electronic means may present a motion in writing by way of email or facsimile prior to or during the meeting.
- (2) **Moved and Seconded.** A motion must be formally moved and seconded before the motion may be recorded in the minutes and before the Chair may put the question to a vote.
- (3) **Restating the Motion.** Immediately preceding the taking of the vote, the Chair shall state the question in the precise form in which it will be recorded in the minutes.
- (4) **No Debate while Voting.** After the question is finally called 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 results have been declared.
- (5) **Withdrawing a Motion.** After a motion is submitted for debate, it shall be deemed to be in the possession of the Members, but may, with the permission of the Members, be withdrawn at any time before decision or amendment. There shall be no written record of a withdrawn motion.
- (6) **Motions under Debate.** After a motion has been moved and seconded and under debate, the only motions in order shall be to:
  - (i) amend;
  - (ii) refer;
  - (iii) defer to a certain time and day; and
  - (iv) extend the time of the meeting.
- (7) **Motions to Defer.** On a motion to defer, the motion is non-debatable.
- (8) **Motions to Refer.** The instruction to a motion to refer shall be debated and shall be decided before any motion to amend the resolution. The motion shall specify the reasons for which the referral is requested.
- (9) **Out of Order.** Motions are out of order if they conflict with a motion that has been adopted by the Board and that motion has not been reconsidered in accordance with paragraph 12 (if a reconsideration is available).

## 7. BOARD MEETINGS - RULES OF DEBATE

- (1) **Calls for Vote.** When the Chair calls for the vote on a question, each person shall occupy their seat and shall remain in their place until the result of the vote has been declared by the Chair.

- (2) **No Interruptions.** When a person is speaking no other person shall pass between them and the Chair or interrupt them except to raise a question of privilege or order.
- (3) **Reading the Question or Motion.** Any Member may require the question or motion under discussion to be read at any time during the debate but not as to interrupt a person while speaking.
- (4) **Inquiries.** Inquiries about a matter at a Board meeting may be raised by any Member and put to the Chair in the form of a question, who may call upon the CAO to reply.
- (5) **CAO.** The Chief Administrative Officer, or designate, shall respond to questions of the Board, and other staff in attendance will respond when requested by the CAO.
- (6) **Robert's Rules of Order.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Members of the Corporation in all cases to which they are applicable and in which they are not inconsistent with any applicable laws, the By-laws, or any other policies, rules and regulations of the Corporation.
- (7) **Opportunity to Speak.** Each Member shall be allowed to speak twice to the same question.

## 8. BOARD MEETINGS - AMENDMENT OF MOTIONS

- (1) **In Writing.** Every amendment must be presented in writing and shall be decided or withdrawn before the main question is put.
- (2) **One Amendment at a Time.** Only one amendment to the motion shall be considered at any one time.
- (3) **Motion to Divide.** Any Member may request the Chair to divide any motion or report into such parts as the Member may submit (provided the motion or report is capable of division), and the Chair shall divide the motion or report accordingly if the division is confirmed by an affirmative vote of the Board.
- (4) **Return to Original Motion.** If a proposed amendment is lost, then unless a further amendment is put forward, the original motion shall be put forward.

## 9. BOARD MEETINGS - POINTS OF ORDER AND PRIVILEGE

- (1) **Consideration.** Whenever any point of order or matter of privilege arises, it shall immediately be considered.

- (2) **Questions of Order.** The Chair shall preserve order and decide questions of order. Questions of order are not debatable by the Members. In the event of an appeal from the ruling of the Chair on a question of order, the Chair shall vacate the chair in favour of the Vice-Chair. The Vice-Chair shall not make a ruling on the question of order, and the question of whether the ruling of the Chair shall be sustained shall be put to the Members for a decision, without debate.

## 10. BOARD MEETINGS - VOTING

- (1) **Approval Threshold.** Questions arising at any meeting of the Members shall be decided by a majority of votes cast unless otherwise required by this By-law or any applicable laws. The Chair shall be entitled to vote on all questions, except points of order.
- (2) **Verbal Assent and Dissent.** All votes at such meetings shall be made by verbal assent or dissent unless a ballot vote takes place.
- (3) **Declaration of Result.** A declaration by the Chair that a resolution has been carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) **Votes by Telephonic or Electronic Means.** Any Members participating by telephonic or electronic means may vote on any motion or amendment put forward subject to and in accordance with any applicable laws.
- (5) **Tie Votes.** In the event of a tie vote, the motion is lost.
- (6) **Negative Votes/Abstentions.** If any Member present at a meeting abstains from voting on a motion, other than because of a disclosure of conflict of interest, the abstention shall be openly declared by such Member and recorded as a negative vote on such motion.

## 11. BOARD MEETINGS - RECORDED VOTES

- (1) **Request.** Where required by applicable law and whenever any Member shall request a recorded vote, the names of those who vote for and against the question shall be entered in the Minutes. For greater certainty, no Member may request a recorded vote with respect to a ballot vote.
- (2) **Open Announcement.** Where a recorded vote is requested, each Member present in the chamber shall announce their vote openly.

## 12. BOARD MEETINGS - RECONSIDERATIONS

- (1) **No Reconsiderations.** There shall be no reconsideration of a prior decision of the Board unless:

- (i) written notice is given;
  - (ii) the motion to reconsider is made by a Member who voted in favour of the prior decision (i.e., who voted for the motion if the motion was adopted or who voted against it if the motion was defeated); and
  - (iii) the prior Board decision is capable of being undone.
- (2) **Approval Threshold.** If a motion for reconsideration is made, the question shall not be considered unless at least at least two-thirds (2/3) of the entire Board votes in favour of it and such a vote shall be by a recorded vote.

### 13. NON-BUSINESS MEETINGS

- (1) **Calling of Meetings.** Non-business meetings may be called by the Chair or Vice-Chair.
- (2) **Notes of Meetings.** Notes shall be taken at the non-business meeting by the recording Secretary, however formal minutes will not be prepared or presented to the Board.
- (3) **Purpose of Meetings.** The purpose of a non-business meeting is for information and discussion only. No formal decisions can be made and no resolutions may be passed at a non-business meeting.
- (4) **Attendees.** Non-business meetings are for Members only and are not open to the public.

### 14. COMMITTEES

The Board may establish from time to time committees and advisory tables made up of such members as the Board may prescribe for such purposes as the Board may require, including but not limited to, the following committees:

- (1) **Audit Committee.** If the Board establishes an Audit Committee, it will review financial reports, including the financial statements of the Corporation and be responsible for providing, on behalf of the Board, oversight on matters relating to financial reporting and assurance that an effective control and governance framework is in place.
- (2) **Special Purpose Committee.** A Special Purpose Committee is a committee whose mandate is to investigate, report and recommend on a particular subject or area. In establishing a Special Purpose Committee, the Board shall identify:
  - (i) the timeframe for the Committee's final report, which shall be delivered no later than the end of term of the Board in which it was established;

- (ii) the composition of the Committee, which shall include no more than five (5) Members of the Board.
- (3) **Advisory Tables.** An Advisory Table may be established by the Board to examine, develop, administer, implement, report upon and recommend initiatives and programs of the Corporation within the jurisdiction of the Board. In establishing an Advisory Table, the Board shall identify the composition of the Advisory Table, which may include both Members of the Board, members of member municipality councils and the general public as voting members. An Advisory Table shall not have more than five (5) Members of the Board.
- (4) **Committee and Advisory Table Resources.** The administrative resources to be made available to all committees and Advisory Tables shall be determined by the Chief Administrative Officer.

## 15. MEETING AGENDAS

The Board may prescribe, by terms or reference or resolution, the agendas for meetings of the Board (whether open or closed), non-business meetings of the Board, committees, and Advisory Tables.

## 16. INQUIRIES OUTSIDE OF BOARD MEETINGS

When a Member has a question or inquiry for Administration outside of a Board meeting, they may make such inquiry to the CAO by phone or email. The CAO shall send a response by email to all Members of the Board. The Members shall refrain from forwarding any of the CAO's responses to any other parties without specific consent of the Board.

## 17. OFFICERS OF THE BOARD

- (1) **Officers.** Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the Board shall have a Chair and a Vice-Chair, and such other officers as the Board may appoint from time to time.
- (2) **Term.** The Chair and Vice-Chair shall each hold office from the date of appointment until December 31 of that year.
- (3) **Chair.** The Chair shall, when present, preside at all meetings of the Board. The Chair shall be an *ex-officio* member of all committees and Advisory Tables of the Board. Unless otherwise determined by the Board, the Chair will be the spokesperson for the Corporation on governing policy matters. The Board may assign to the Chair any other powers and duties as the Board sees fit from time to time.



- (4) **Vice-Chair.** During the absence or incapacity of the Chair, their duties and powers shall be exercised by the Vice-Chair, and if the Vice-Chair is absent, then by such other Member as the Board may from time to time appoint for the purpose. The Board may assign to the Vice-Chair any other powers and duties as the Board sees fit from time to time.

## **18. CHIEF ADMINISTRATIVE OFFICER (CAO)**

The Board shall appoint a CAO who shall be responsible for the general management of the business and affairs of the Corporation. Without limiting the generality of the foregoing, the CAO will:

- (1) be the primary spokesperson for the Corporation on operational matters;
- (2) be the custodian of the corporate seal as well as all the books, papers, records, correspondence, contracts and other documents belonging to the Corporation which they shall deliver up only when authorized by a resolution of the Board to do so, and to such person or persons as may be named in the resolution, or as may be required by law;
- (3) be the secretary of all meetings of the Board, prepare or cause to be prepared the minutes of all meetings of the Board, and ensure that the minutes are brought forward promptly for approval at the next Board meeting;
- (4) give, or cause to be given, as and when instructed, notices to Members, auditors and members of committees; and
- (5) perform such other powers and duties as the Board may specify from time to time.

## **19. EXECUTION OF DOCUMENTS**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the CAO together with the Chair or Vice-Chair. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Member or the CAO may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

## **20. BORROWING**

The Board shall, subject to the provisions of the Act, have the power to borrow such sums as the Board considers necessary or advisable for the purpose of meeting current expenditures or for long-term purposes where appropriate.

**21. SEAL**

The Corporation may have a corporate seal in the form approved from time to time by the Board.

**22. BOOKS AND RECORDS**

The Chief Administrative Officer shall ensure that all necessary books and records of the Board required by the By-laws of the Board or by any applicable statute or law are regularly and properly kept.

**23. FISCAL YEAR**

The fiscal year of the Corporation shall terminate on the 31st day of December in each year.

**24. PROTECTION OF MEMBERS**

No Member is liable for the acts, neglects or defaults of any other Member or the Administration or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust provided that they have:

- (1) complied with all applicable laws and these By-laws; and
- (2) exercised their powers and discharged their duties in accordance with all applicable laws.

**25. INDEMNITY OF MEMBERS**

- (1) **Indemnity.** The Corporation shall, subject to and in accordance with its insurance policy for the benefit of Members and officers, indemnify a Member or officer of the Corporation, a former Member or officer of the Corporation or an individual who acts or acted at the Corporation's request as a Member or officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.

- (2) **No Restriction.** The Corporation will also indemnify the individuals referred to in paragraph 25(1) in any other circumstances that any applicable law permits or requires. Nothing in these By-laws will limit the right of any person entitled to an indemnity to claim indemnity apart from the provisions of these By-laws.
- (3) **Insurance.** The Corporation shall purchase and maintain insurance for the benefit of the Members against any liability incurred by them with a limit determined by the Board.

## 26. CONFLICT OF INTEREST

A Member shall comply with the *Municipal Conflict of Interest Act*, R.S.O. 1990, c. M.50 and the Conflict of Interest Policy adopted by the Board.

## 27. SUSPENSION OF RULES

No rule contained in this By-law may be temporarily suspended, unless the Board unanimously agrees otherwise.

## 28. BY-LAWS

- (1) **Minimum Notice.** A minimum of thirty (30) days' written notice shall be given to the Members of any proposal to amend this By-law.
- (2) **Approval Threshold.** Any amendments to this By-law shall require approval by at least at least two-thirds (2/3) of the votes cast.
- (3) **Effective Date.** Any amendments to the By-law shall come into effect upon the Board's approval thereof.

Enacted and passed this 13th day of December, 2021 as witnessed by the Seal of The District of Thunder Bay Social Services Administration Board and the hands of its proper officers.



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Chair



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Chief Administrative Officer