

November 17, 2023

Angela Coleman, General Manager
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Sent via email
acoleman@conservationontario.ca

**RE: 2023 Revisions to Toronto and Region Conservation Authority Board of Directors
Administrative By-Law**

Toronto and Region Conservation Authority's (TRCA) Board of Directors is pleased to have endorsed the [2023 Updates to the Administrative By-Law](#) at its meeting on November 17, 2023, adopting Resolution A#188/23 as follows:

**THAT the three proposed amendments to TRCA's Board of Directors
Administrative By-Law recommended in this report, be approved;**

**AND FURTHER THAT the approved amendments to the Board of Directors
Administrative By-Law be included in a consolidated document and forwarded to
the Minister of Environment, Conservation and Parks, the Minister of Natural
Resources and Forestry, and Conservation Ontario, partner municipalities, and
be posted on TRCA's website.**

The amendments to TRCA's Board of Directors Administrative By-Law include revisions to Executive Committee - Section 11(2) to allow for the appointment of a TRCA Board Member to the Executive Committee should a vacancy occur between Annual General Meetings; updating Voting - Section 15(1) to include a clause to clarify that only a mover is required at the committee level, including the Executive Committee; and updates to Delegated Authority - Section 21 to include clause (3) to reflect the 2022 update providing the Chief Executive Officer and the Director, Development and Engineering Services with the delegation of authority to approve all "major" development and infrastructure permits within TRCA's regulatory jurisdiction during the months of July, August and December.

A copy of TRCA's complete Administrative By-Law can be found on our [website](#). If you have any questions or require additional information, please contact Joanne Hyde, Clerk and Manager, Policy at joanne.hyde@trca.ca or (437) 880-2328.

Sincerely,



Joanne Hyde
Clerk and Manager, Policy

cc. John MacKenzie, Chief Executive Officer, TRCA
Michael Tolensky, Chief Financial and Operating Officer, TRCA
Joanne Hyde, Clerk and Manager, Policy, TRCA

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Enclosed: 2023 Revisions to TRCA Board of Directors Administrative By-Law

Section I – Items for Board of Directors Action

TO: Chair and Members of the Executive Committee
Friday, November 3, 2023 Meeting

FROM: Michael Tolensky, Chief Financial and Operating Officer

RE: **2023 REVISIONS TO TRCA BOARD OF DIRECTORS
ADMINISTRATIVE BY-LAW**
Updates to the Administrative By-Law

KEY ISSUE

Requesting approval of proposed amendments to the Toronto and Region Conservation Authority (TRCA) Board of Directors Administrative By-Law, which address Executive Committee vacancy between Annual General Meetings and minor housekeeping items related to Executive Committee vote and Delegated Authority.

RECOMMENDATION:

THAT the three proposed amendments to TRCA’s Board of Directors Administrative By-Law recommended in this report, be approved;

AND FURTHER THAT the approved amendments to the Board of Directors Administrative By-Law be included in a consolidated document and forwarded to the Minister of Environment, Conservation and Parks, the Minister of Natural Resources and Forestry, and Conservation Ontario, partner municipalities, and be posted on TRCA’s website.

BACKGROUND

A comprehensive review of TRCA’s Board of Directors Administrative was completed in September 2022 to reflect Conservation Authority Act amendments and regulations that were enacted in 2021 and 2022. Additional amendments reflected the requirement for one-year terms for the Chair and the Vice Chair, and the ability for the Minister of Environment Conservation and Parks (MECP) (now the Minister of Natural Resources and Forestry) to appoint an agricultural sector representative to the Board and the parameters around which that representative can participate in Board activities.

RATIONALE

The proposed changes to the Administrative By-Law are provided below and will be consolidated into the existing Administrative By-Law. Once approved, the document will be amended and formatted accordingly. The three revisions being recommended in this update are outlined below:

1. Section B: Governance.

Executive Committee

- a. Section 11 (2)** is clarified to allow for appointments of Executive

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Committee members, should a vacancy occur between Annual General Meetings (AGM's). When a vacancy occurs on the Executive Committee between AGM's, wording has been updated to reflect an appointment as opposed to administering a full election.

Existing wording:

11. (2) Should a vacancy on the Executive Committee arise between Annual meetings, election for such position(s) will be held at the next regular meeting of the Board of Directors. All elections shall be in accordance with the Board of Directors Procedures for Election of Officials ([Appendix 4](#)).

Proposed wording:

11.(2) Should a vacancy on the Executive Committee arise between Annual meetings **an appointment** for such position(s) will be held at the next regular meeting of the Board of Directors.

2. Section C: Meeting Procedures

Voting:

- a. **Section 15.(1)** is updated to include item c to align with Roberts Rules of Order and to clarify only a mover is required at the Executive Committee level. The Executive Committee has been following this practice and it will now be formalized within the Administrative By-Law.

Proposed wording:

15.(1)(c) A mover and a seconder are required for all Board of Directors motions. At the committee level, including Executive Committee, only a mover is required.

3. Section C: Meeting Procedures

Delegated Authority

- a. **Section 21** has been updated to include item (3) under the Delegated Authority section of the Administrative By-Law to align with the Executive Committee Terms of Reference Section 6 Frequency of Meetings. The clause included in this section indicates that the Director, Development and Engineering Services shall be delegated the approval of all major development and infrastructure permits within the TRCA's regulatory jurisdiction and report back to the Board at the next regularly scheduled meeting. This section is now being recommended to be included under Section 21 Delegated Authority so that it is more prominent within the Administrative By-Law.

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Existing Wording:

(1) The Chief Executive Officer (CEO) is delegated the authority during the months of July, August, and December of each calendar year.

(2) The Chief Executive Officer (CEO) is delegated the authority during the months of September, October, and November during an election year where quorum is not met three days in advance.

(3) Any exercise of the authorities delegated to staff through during the above noted months are required to report to the Board at its next available meeting.

Proposed Wording:

(1) The Chief Executive Officer (CEO) is delegated the authority during the months of July, August, and December of each calendar year.

(2) The Chief Executive Officer (CEO) is delegated the authority during the months of September, October, and November during an election year where quorum is not met three days in advance.

(3) The Chief Executive Officer (CEO) and the Director, Development and Engineering Services are each delegated the authority to approve all “major” development and infrastructure permits within TRCA’s regulatory jurisdiction.

(4) Any exercise of the authorities delegated to staff during the above noted months are required to be reported to the Board at its next available meeting.

Relationship to TRCA’s 2023-2034 Strategic Plan

This report supports the following the Pillar and Outcome set forth in TRCA’s 2023-2034 Strategic Plan:

Pillar 4 Service Excellence:

4.4 Transparent decision making and accountable results

DETAILS OF WORK TO BE DONE

Upon the approval of the amendments to TRCA’s Board of Directors Administrative By-Law, a consolidated By-Law will be posted on TRCA’s website.

Additionally, staff are anticipating updates to the Hearing Guidelines once the new regulations are received, so further updates will be brought forward following review of the regulations. Revisions required under the Administrative By-Law and Hearing Guidelines are expected to be completed in the first quarter of 2024 pending timing of

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release by the Province of updated regulations to reflect changes under Section 28 of the CA Act.

Report prepared by: Joanne Hyde

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For Information contact: Michael Tolensky, (437) 880-2278

Email: michael.tolensky@trca.ca

Date: August 1, 2022