

**HORNEPAYNE HOUSING CORPORATION**  
**BY-LAW NO. 2**

Being a By-Law to govern the calling, place and proceedings of Meetings of the Board of Directors of Hornepayne Housing Corporation.

BE IT ENACTED as a By-Law of the Corporation as follows:

**TABLE OF CONTENTS**

- 1.0 Interpretation**
  - 1.01 Definitions
  - 1.02 Board Meetings
  - 1.03 Interpretation
  
- 2.0 Application of By-Law No. 2**
  - 2.01 Board Meeting, Board Committee Meetings
  
- 3.0 Frequency, Location and Calling of Board Meetings**
  - 3.01 Frequency
  - 3.02 Location
  - 3.03 Calling a Board Meeting
  - 3.04 Date and Time
  
- 4.0 Notice**
  - 4.01 Notice to Board Directors
  - 4.02 Notice to the Public
  - 4.03 Notice to the Township of Hornepayne
  - 4.04 Purpose of the Meeting
  - 4.05 Special Board Meetings
  - 4.06 Delivery of Notice
  
- 5.0 Use of Video and/or Telecommunication Devices or Facilities**
  - 5.01 Attendance by Board Directors
  - 5.02 Attendance by the Public
  - 5.03 Disruption of Meetings
  - 5.04 Recording Devices
  
- 6.0 Quorum**
  - 6.01 Quorum for the Conduct of Business
  - 6.02 Quorum and Board Vacancies
  - 6.03 Lack of a Quorum
  
- 7.0 Agenda**
  - 7.01 Availability
  - 7.02 Content
  - 7.03 Staff Reports
  - 7.04 Preliminary Matters
  - 7.05 Order of Business
  - 7.06 Scheduling of Agenda items
  - 7.07 Adjournment Prior to Completion of Agenda
  
- 8.0 Chairing the Meeting**
  - 8.01 Chair of the Meeting
  - 8.02 Duties of the Chair
  - 8.03 Chair in Control
  - 8.04 Appeals of Procedural Decisions of the Chair
  
- 9.0 Motions, Resolutions & Voting**
  - 9.01 Decision-making Process
  - 9.02 Votes Must be Taken
  - 9.03 Majority Rules
  - 9.04 Outcome of the Vote
  - 9.05 Recording of Results

- 9.06 Voting during Meetings held by Electronic Means
- 9.07 Abstaining from Voting

**10.0 Rules of Debate & Board Directors Code of Conduct**

- 10.01 Chair to Control Debate
- 10.02 Participation in the Debate
- 10.03 Opportunity to Speak
- 10.04 Participation by Electronic Means
- 10.05 Fiduciary Duty to Support Majority
- 10.06 Code of Conduct

**11.0 Closed Sessions**

- 11.01 General
- 11.02 Discussions Permitted in a Closed Session
- 11.03 Giving Notice of a Closed Session
- 11.04 Agendas
- 11.05 Entering a Closed Session
- 11.06 Proceedings During the Closed Session
- 11.07 Concluding the Closed Session
- 11.08 Minutes of Proceedings During Closed Sessions
- 11.09 Confidentiality

**12.0 Minutes**

- 12.01 Content of Minutes
- 12.02 Circulation of Draft Minutes
- 12.03 Approval of Minutes
- 12.04 Public Access to Minutes

**13.0 Ultra Vires**

**14.0 Effective Date**

- 14.01 Effective Date

## SECTION ONE – INTERPRETATION

### 1. 01 DEFINITIONS

In the By-Laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Municipal Act, 2001*, S.O. 2001, c. 25, as amended from time to time;

"**Acting Chair**" means the Director who is temporarily appointed to serve in the Chair's place.

"**Agenda**" means the written Order of Business or Meetings.

"**Associate**" means, with respect to an HHC Director, Officer or Employee, any member of the individual's immediate family, including a child, step-child, parent, sibling, in-law, spouse, common-law or same sex partner and any other person or entity with whom the individual Director does not deal with at arms-length;

"**Attendee**" means a person, other than a Director or Staff, who is present at a Meeting.

"**Board**" means the Board of Directors of the Corporation;

"**Board Committee**" means any committee where a majority of members are Board Directors;

"**Board Committee Meeting**" means a meeting of the members of a Board Committee;

"**Board Meeting**" means a meeting of the Board for the purpose of making a decision or recommendation, the taking of an action or the giving of advice in respect of any matter of the HHC. A meeting of Board Directors for social, educational or purposes other than conducting Corporation business is not a Board Meeting;

"**Board Director**" or "**Director**" means an individual appointed to the Board by the Council of the Township of Hornepayne;

"**By-Laws**" means this By-Law and all other By-Laws of the Corporation in force and effect from time to time;

"**Chair**" means the Board Director appointed to the position of Chair of the Board of the Corporation ;

"**Closed Session**" means a session of a Board meeting during which non-Board Directors may be excluded to allow for certain matters to be considered in confidence, as determined desirable or necessary in the sole discretion of the Board in accordance with Section 239 of the Municipal Act.

"**Committee**" means any Committee established by the Board.

"**Committee Member (s)**" means one, or more than one, member of a Board Committee, whether a Board Director or member of the public;

"**Conflict of Interest**" shall be as defined under *the Municipal Conflict of Interest Act* R.S.O. 1990, Chapter M.50.

"**Corporation**" means the Hornepayne Housing Corporation;

"**Council of the Township of Hornepayne**" or "Council" means a duly convened quorum of the designated number of Councillors elected from time to time to represent the citizens of the Township of Hornepayne pursuant to the *Municipal Elections Act, 1996*, S.O. 1996, c. 32, as amended;

**“Debate”** means discussion on the merits of the question/Motion and whether the proposed action should or should not be taken.

**“Defer”** means to remove a main Motion from consideration of Board or Committee until such time as provided for at a future Meeting.

**"HHC"** means the Hornepayne Housing Corporation;

**“Majority Vote”** means a vote where over half of the Directors present, and eligible to vote, vote in the same manner.

**“Minutes”** means a record of the proceedings of a Meeting, and shall be made by the Secretary or designate without note or comment.

**“Motion”** means a recommendation made to the Board for consideration.

**“Municipal Act”** means the Ontario *Municipal Act*, S.O. 2001, c.25, as amended and any successor legislation thereto.

**“Pecuniary Interest”** means a direct or indirect pecuniary (monetary) interest within the meaning of the *Municipal Conflict of Interest Act*, R.S.O. 1990, c. M.50, as amended.

**"Present"** means physically, or virtually, if properly authorized, in attendance at a Board or Committee Meeting;

**“Presentation”** means the occurrence when Staff, an individual, or group, have been invited to present information to Board or Committee.

**“Presiding Officer – see “Chair”**

**“Project Manager”** means the person or designate in charge of the Hornepayne Housing Corporation day-to-day operations.

**"Quorum"** means a majority of Board Directors, Working Committee members, or Board Committee members;

**“Recorded Vote”** means documenting in the minutes of a Meeting the name of each Director and the Directors’ vote on a matter or question.

**“Resolution”** means a Motion that has been passed by the Board.

**“Robert’s Rules of Order”** means the document which is also widely known as parliamentary procedure, was developed to ensure that meetings are fair, efficient, democratic and orderly.

**"Secretary"** means the Board Director appointed by the Board to be Secretary of the HHC;

**“Special Meeting”** means a meeting to deal with a matter which, in the opinion of the Chair, the Acting Chair or a majority of the Board, requires action before the next regularly scheduled Board Meeting;

**“Township of Hornepayne” or “Township”** means the municipal corporation known as the Township of Hornepayne;

**“Treasurer”** means the person appointed by the Board to be Treasurer of the HHC;

**"Vice-Chair"** means the Board Director appointed by the Board as Vice-Chair, in accordance with By-Law No. 1 to be the Vice-Chair of the Corporation.

## **1.02 BOARD MEETINGS**

A Board Meeting is a meeting of the Board for the purpose of making a decision or recommendation, the taking of an action or the giving of advice in respect of any matter within the Board's jurisdiction. A meeting of Board Directors for social, educational or purposes other than conducting Corporation business is not a Board Meeting. Where the Board Directors attend a meeting held by another organization or entity, or visit another organization or entity, the meeting will not be considered a Board Meeting unless the Board Directors will be making a decision or recommendation, taking action or giving advice to the Corporation in respect of any matter of business of the Corporation.

## **1.03 INTERPRETATION**

All terms which are used in the By-Laws of the Corporation and which are not otherwise defined shall have the meanings ordinarily ascribed to them. Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative. In the event of any inconsistencies between the By-Laws of the Corporation, the *Municipal Act, 2001* and any regulations made under that Act, the order of precedence shall be the ordinary meaning ascribed to the words pursuant to this By-Law.

## **SECTION TWO - APPLICATION**

### **2.01 BOARD MEETINGS, BOARD COMMITTEE MEETINGS**

- i) The procedures outlined in this By-Law apply to the conduct of Board Meetings and Board Committee Meetings;
- ii) When applied to Board Committee Meetings, the term "Board" shall be replaced with "Board Committee", the term "Board Meeting" shall be replaced with "Board Committee Meeting", the term "Board Director" shall be replaced with "Committee Member", and the term "Chair" shall refer to the chairperson of the "Board Committee", as appropriate;
- iii) All points of order or procedure not addressed in this By-Law shall be resolved with reference to *Robert's Rules of Order*.

## **SECTION THREE - FREQUENCY, LOCATION AND CALLING OF BOARD MEETINGS**

### **3.01 FREQUENCY**

The Board will meet at least ten (10) times within a calendar year.

### **3.02 LOCATION**

Unless all Board Directors participate pursuant to subsection 5.01 or another location is determined necessary by a quorum of the Board, all Board Meetings shall be held within the geographic area of the Township of Hornepayne.

### **3.03 CALLING A BOARD MEETING**

Subject to this By-Law, meetings of the Board shall be held from time to time at such time and at such place as the Board, the Chair or a majority of Board Directors may determine.

### **3.04 DATE AND TIME**

The Board may fix the date and time of regularly scheduled Board Meetings by resolution per the convenience of the Board, subject to the other requirements of this By-Law.

## **SECTION FOUR – NOTICE**

### **4.01 NOTICE TO BOARD DIRECTORS**

Notice of the time and place of each Board Meeting shall be given to each Board Director, not less than five (5) business days before the date of the Board Meeting and in computing the date when notice must be given, the date of giving the notice shall be excluded and the date of the Board Meeting or other event shall be included. If the Board Directors pass a resolution fixing the place and time of regular Board Meetings, and provided that a copy of the resolution is given to each Board Director then no other notice will be required.

### **4.02 NOTICE TO THE PUBLIC**

The date, location and time of Board Meetings, other than Special Board Meetings, will be available to the public no less than five (5) business days prior to the meeting on the Corporation's website.

### **4.03 NOTICE TO THE TOWNSHIP OF HORNEPAYNE**

The Board shall provide notice of all Board meetings or other announcements to the Township of Hornepayne as soon as reasonably possible and representatives of the Township of Hornepayne, as designated by Council or their delegate, shall be permitted to attend any Board meeting.

### **4.04 PURPOSE OF THE MEETING**

A notice need not specify the details of the business to be transacted at the Board Meeting, but should identify its general purpose.

### **4.05 SPECIAL BOARD MEETINGS**

Notice of a Special Board Meeting shall be given by contacting each Board Director and advising them of the time and place of the Board Meeting. Special Board Meetings may be called by the Chair, without the notice specified in Section 4.01, as required, in the interests of the Corporation. Notice must be given to the Public and the Township as soon as reasonably possible.

### **4.06 DELIVERY OF NOTICE**

Notice shall be delivered to each Board Director at the last address provided by them. Delivery shall be personal, by courier, e-mail or voice-mail. Delivery shall be deemed to have occurred: (i) on the day it is delivered personally; (ii) on the day it is delivered by courier to the address provided; or (iii) on the day it is transmitted by e-mail or voice-mail, provided that such transmission occurs before 5:00 pm, or on the next day if transmitted after 5:00 pm.

## **SECTION FIVE USE OF VIDEO AND/OR TELECOMMUNICATION DEVICES OR FACILITIES**

### **5.01 ATTENDANCE BY BOARD DIRECTORS**

A Board Director may participate in a Board Meeting by means of telephone, electronic, video-conferencing or other communication facilities to permit all persons participating in the Board Meeting to communicate with each other simultaneously and instantaneously. Such a Board Director will be deemed to be present at the Board Meeting.

### **5.02 ATTENDANCE BY THE PUBLIC**

The public may be permitted to attend any Board Meeting and to attend via video-conference or tele-conference. If alternate means of access are made available by the Board, then the Notice to the public shall specify the locations at which the tele or video conferencing will be available. The Notice shall also include any restrictions that may be applicable to such access.

### **5.03 DISRUPTION**

In the event that a Board Meeting that is being accessed electronically is encountering either interference or disruption caused by those participating electronically, the Chair may direct the electronic access to be terminated and that the Board continue its meetings in the absence of those Directors or the public using these devices or facilities as long as quorum is maintained..

### **5.04 RECORDING DEVICES**

Recording devices shall not be permitted, unless the use of the recording device is publicly disclosed to Board Directors.

## **SECTION SIX – QUORUM**

### **6.01 QUORUM FOR THE CONDUCT OF BUSINESS**

A Quorum must be present for the Board to be able to exercise its powers, to transact business and to transact business at a Board Meeting. A Quorum for a Board Committee Meeting shall be a majority of the Committee's Directors or such other number as may be set out in the applicable terms of reference. If a Board Meeting is held electronically, the Chair will periodically do a roll call to ensure that a Quorum remains in effect.

### **6.02 QUORUM AND BOARD VACANCIES**

Where there is a vacancy on the Board, the remaining Board Directors may exercise all the powers of the Board so long as Quorum remains.

### **6.03 LACK OF QUORUM**

The Board cannot make a decision in the absence of Quorum. The exception to this is if quorum is lost as a result of declaration of pecuniary interest/conflict of interest by one or more Directors, the remaining Directors shall be deemed to constitute quorum, provided the number is not fewer than two. If a Quorum is lost permanently through the departure of a Board Director, then the Board Meeting should be terminated as soon as reasonably possible after the Quorum is lost. At the discretion of the Chair the meeting can continue for items not requiring a Board decision provided that such items are not required to inform a subsequent decision of the Board.

## **SECTION SEVEN – AGENDA**

### **7.01 AVAILABILITY**

An agenda of business to be conducted will be prepared at the direction of the Chair and distributed to the Board Directors five (5) business days prior to each Board Meeting. The agenda will be accompanied by copies of any supplementary material to be discussed or considered at the Board Meeting. All materials shall be distributed through the Secretary, or designate, electronically if possible.

### **7.02 CONTENT**

The agenda will identify the date, time and location of the Board Meeting and, where applicable, the dial-in number, meeting link or other means by which Board Directors may participate. Where possible, the agenda will also identify whether it is to be a Closed Session.

### **7.03 STAFF REPORTS**

Staff shall provide written reports, with recommendations if appropriate, to the Board. The Staff Reports shall be issued with the agenda package.

### **7.04 PRELIMINARY MATTERS**

Each agenda will require the Chair to (1) open the meeting; (ii) recognize a Quorum; and (iii) call for a declaration of Conflicts of Interest, prior to the conduct of any business.

### **7.05 ORDER OF BUSINESS**

Unless otherwise agreed to by the Board Directors present at the Board Meeting, business will be conducted in the order set out in the agenda. A proposal to change the order of agenda items may be made at the beginning of a Board Meeting and shall require a majority vote to approve.

### **7.06 SCHEDULING OF AGENDA ITEMS**

- i) In order to be placed on the agenda, an item requiring a decision by the Board must be submitted to the Secretary at least seven (7) business days before the Board Meeting. No additional motions may be brought forward at a regular Board Meeting unless the matter is on the agenda, with the exception of new matters absolutely requiring a decision before the next regularly scheduled Board Meeting. These may be added to the agenda by a majority vote of the Board and the agenda marked as “amended”.
- ii) An Attendee shall not participate in a Meeting, unless listed on the Agenda as a Deputation or Presentation and shall be Subject to the rules and procedures of this By-Law.

### **7.07 ADJOURNMENT PRIOR TO COMPLETION OF AGENDA**

If a Board Meeting is adjourned prior to the consideration of all items on the agenda, then the items shall be placed on the agenda for the next Board Meeting.

## **SECTION EIGHT - CHAIRING THE MEETING**

### **8.01 CHAIR OF THE MEETING**

The Chair, or in the absence of the Chair, the Vice-Chair, shall preside as Chair of the Board Meeting. If neither the Chair, nor the Vice-Chair is present, then the Board Directors present shall choose one of their number to be the Chair.



## **8.02 DUTIES OF THE CHAIR**

It shall be the duty of the Chair of the Board Meeting:

- i) to preserve order and decorum and decide all questions of order, subject to an appeal to the Board for a vote;
- ii) to appropriately manage, in accordance with the Conflict of Interest Policy of the Corporation and the *Municipal Conflict of Interest Act*, R.S.O. 1990, C.M.50, as amended, any Conflict of Interest issue that is raised during the Board Meeting;
- iii) to receive and submit, in the proper manner, all motions properly presented by the Board Directors;
- iv) to put to vote all questions which are properly brought before the Board or that necessarily arise in the course of proceedings, and to announce the results;
- v) to call by name any Board Director persisting in breach of the rules of order and to order such Director to vacate the room if felt required; and,
- vi) to ensure that the decisions of the Board Directors are in conformity with the laws, By-Laws and policies governing the activities of the Board, Directors and the Corporation.

## **8.03 CHAIR IN CONTROL**

- i) Rulings or directives from the Chair will be followed by all Board meeting attendees;
- ii) The Chair may exclude members of the public or the Board from any Board meeting for improper conduct or disruptive behaviour; and,
- iii) The Chair may terminate the Board Meeting, prior to the conclusion of board business, if in the opinion of the Chair such an action is necessary.

## **8.04 APPEALS OF PROCEDURAL DECISIONS OF THE CHAIR**

Any Board Director may appeal a procedural decision of the Chair to the Board. An appeal of a procedural decision of the Chair shall be chaired by the Vice-Chair.

# **SECTION NINE – MOTIONS, RESOLUTIONS & VOTING**

## **9.01 BOARD DIRECTORS' DECISIONS**

Board Directors' decisions are made by motion in the following manner:

- i) a matter requiring a decision is introduced by the Chair;
- ii) a motion in respect of the decision is made by a Board Director;
- iii) a second Board Director seconds the motion;
- iv) debate occurs on the motion; and,
- v) a vote is taken.

#### **9.02 VOTES MUST BE TAKEN**

Unless a motion or a second is withdrawn, motions must be voted upon.

#### **9.03 ONE DIRECTOR, ONE VOTE; MAJORITY RULES**

Each Board Director, excluding the Chair, has one vote. Every question before the Board shall be decided by a majority of the votes cast on a motion and in the event of a tie, the Chair has the deciding vote.

#### **9.04 OUTCOME OF THE VOTE**

The Chair shall declare the outcome of the vote on all questions. Should the outcome be disputed, the vote shall be retaken.

#### **9.05 RECORDING OF RESULTS**

Any Board Director may require the outcome of a vote to be recorded. A request for a recorded vote shall be made before the vote. Where a recorded vote is not requested, the minutes will simply reflect that a motion was carried or defeated. If Board Directors decide that more discussion or research on an agenda item is necessary, the item may be deferred.

#### **9.06 VOTING DURING ELECTRONIC BOARD MEETINGS**

When a vote is called, the Chair will first ask for those opposed to the motion. If no one is opposed, the motion will be considered to be carried. If there is opposition a roll call vote will be held and the Chair will declare the number of votes cast in favour, the number of votes cast against and whether the motion is carried.

#### **9.07 ABSTAINING FROM VOTING**

All Board Directors present shall vote on all motions put to the Board except in the following circumstances:

- i) they have declared a Conflict of Interest;
- ii) the matter calls for the approval of minutes of a Board Meeting at which they were not present; or,
- iii) they are otherwise prohibited by law.

With the exception of Board Directors in the above circumstances, Board Directors present who do not vote shall be deemed to have voted against the motion in question.

### **SECTION TEN RULES OF DEBATE & BOARD DIRECTORS' CODE OF CONDUCT**

#### **10.01 CHAIR TO CONTROL DEBATE**

Every Board Director must be recognized by the Chair prior to speaking to any question or motion. Board Directors will address all comments to the Chair.

#### **10.02 PARTICIPATION IN THE DEBATE**

Board Directors will speak in the order indicated by, and within the time limits set by, the Chair and shall confine their remarks to the merits of the motion.

### **10.03 ALL DIRECTORS TO SPEAK**

Board Directors who have spoken to a motion previously, will respect the Chair's need to hear from all Board Directors prior to hearing from a Board Director twice.

### **10.04 PARTICIPATION BY ELECTRONIC MEANS**

In any meeting where some or all of the Board Directors are participating by electronic means, all participants will identify themselves before making any comments, unless participants are visual via video.

### **10.05 FIDUCIARY DUTY TO SUPPORT MAJORITY**

Board Directors will debate items fully but will publicly support the majority of Board Directors once the result of the vote has been declared by the Chair.

### **10.06 CODE OF CONDUCT**

Board Directors will conduct themselves professionally and in a manner consistent with all applicable laws, codes of conduct, guidelines and directives of the Board. In particular, Board Directors will:

- i) confine their remarks to the motion or other question, will not use any indecorous or offensive language and shall avoid personal comments or observations;
- ii) be, and be seen to be, impartial and objective during Board Meetings;
- iii) be prepared for, and participate fully in, Board Meetings;
- iv) not disclose the content of confidential proceedings or materials;
- v) recognize that authority resides with the Board as a whole and not with individual Board Directors; and,
- vi) recognize that the Chair is the primary spokesperson for the Board and that the Chair and the Project Manager are the primary spokespersons for the Corporation.

## **SECTION ELEVEN - CLOSED SESSIONS**

### **11.01 IN GENERAL**

Proceedings in a Closed Session are confidential. They are attended only by the Board Directors present at the Board Meeting and those individuals whose presence the Board Directors have agreed is required for the Closed Session. All information provided at a Closed Session shall remain confidential.

### **11.02 DISCUSSIONS PERMITTED TO BE HELD IN A CLOSED SESSION**

The Act permits a Corporation to exclude the public from any part of, or all of, any Board Meeting in accordance with Section 239 of the Municipal Act:

“A Meeting or part of a Meeting may be closed to the Public if the Subject matter being considered is:

#### **239 (2)**

- (a) the security of the property of the municipality or local board;
- (b) personal matters about an identifiable individual, including municipal or local board employees;
- (c) a proposed or pending acquisition or disposition of land by the municipality or local board;

- (d) labour relations or employee negotiations;
- (e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board;
- (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 Act;
- (h) information explicitly supplied in confidence to the municipality or local board by Canada, a province or territory or a Crown agency of any of them.
- (i) a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local 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;
- (j) a trade secret or scientific, technical, commercial or financial information that belongs to the municipality or local board and has monetary value or potential monetary value; or
- (k) 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 municipality or local board”.

**239 (3)**

In addition, “a meeting or part of a meeting shall be closed to the public if the subject matter being considered is:

- (a) a request under the *Municipal Freedom of Information and Protection of Privacy Act*, if the Council, board, commission or other body is the head of an institution for the purposes of that Act; or
- (b) an ongoing investigation respecting the Municipality, a local board or a Municipally-controlled corporation by the Ombudsman appointed under the *Ombudsman Act*, an Ombudsman referred to in Subsection 223.13 (1) of this Act, or the investigator referred to in Subsection 239.2 (1)”.

**239 (3.1)**

“A meeting of a Board or local board or of a committee of either of them may be closed to the public if the following conditions are both satisfied:

1. The meeting is held for the purpose of educating or training the Directors.
2. At the meeting, no Director discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Council, local board or committee”.

**11.03 GIVING NOTICE OF A CLOSED SESSION**

Where it is possible that the Board Directors will discuss a matter to the exclusion of the public for a portion of the Board Meeting, it would be prudent to disclose this possibility in advance. In these circumstances any notice of the Board Meeting that is given to the public should clearly indicate that a portion of the Board Meeting may be closed to the public in accordance with this By-Law and the Act and identify, generally, the reason.

**11.04 AGENDAS**

Where it is known in advance that a portion of a Board Meeting may be closed to the public, a separate agenda shall be prepared for the Closed Session and circulated only to the Board Directors.

### **11.05 ENTERING INTO A CLOSED SESSION**

#### **239 (4)**

Before holding a meeting or part of a meeting that is to be closed to the public, a municipality or local board or committee of either of them shall state by resolution,

- (a) the fact of the holding of the closed meeting and the general nature of the matter to be considered at the closed meeting; or
- (b) in the case of a meeting under educational and training sessions, the fact of the holding of the closed meeting, the general nature of its subject-matter and that it is to be closed under that subsection.

### **11.06 PROCEEDINGS DURING THE CLOSED SESSION**

- i) Normal Board Meeting procedures are followed during a Closed Session, with restrictions on voting:
  - a) "A Meeting shall not be closed to the Public during the taking of a vote except where the vote is for approving closed session minutes, for a procedural matter, or for giving directions or instructions to officers, employees or agents of the [Corporation] or persons retained by or under contract with the [Corporation]".
- ii) Confidential discussion during a closed session shall be limited to the issue described in the authorizing Public Resolution.
- iii) No Director, Staff, or other person present shall in any way notify, distribute, or make available to any person or other body, by any means, any reports or items, or disclose the nature or content of any documents or of discussions regarding any matters that are confidential, without approval of such release by the Board.
- iv) No Director, Staff, or other person present, other than the Secretary, his/her designate or a Staff Director designated specifically for that purpose by the Board, shall take notes during a closed session.
- v) Should it become necessary to address additional items that were not previously addressed in the Resolution to enter into closed session, Board must first reconvene to the regular Meeting. A new Motion must be drafted and disclose the purpose of entering back into closed session in order to initiate the discussion on the new item.
- vi) The Secretary, or designate, shall remain in the room for all closed sessions.

### **11.07 CONCLUDING THE CLOSED SESSION**

Upon returning to open session, the Chair shall report the following:

- i) a statement resulting from the closed session;
- ii) declarations of pecuniary interest during the closed session (if any).

### **11.08 MINUTES OF PROCEEDINGS DURING CLOSED SESSIONS**

The minutes of proceedings in Closed Session are confidential and available only to those persons who were eligible to attend the Closed Session, unless the Board Directors, during a Closed Session, agree otherwise. Those Board Directors and other individuals who take part in the Closed Session or who are permitted to consult the minutes of the Closed Session are deemed to have agreed to maintain the confidentiality of the proceedings. Minutes of the Closed Session should not be circulated. Copies should be retained by the Corporation and filed separately from all other types of minutes. Minutes of a Closed Session must be approved or amended only in a Closed Session.

### **11.09 CONFIDENTIALITY**

- i) All Directors and Staff have a personal obligation to the Hornepayne Housing Corporation to treat identified documents in confidence and not to use them to the detriment of the Hornepayne Housing Corporation.
- ii) The obligation to keep information confidential shall continue after the Director ceases to be a Director of the Board or Staff ceases to be employed by the Hornepayne Housing Corporation .

## **SECTION TWELVE – MINUTES**

### **12.01 CONTENT OF MINUTES**

The minutes of Board Meetings, as taken by the Secretary or designate shall consist of a record of all factual proceedings taken by the Board Directors, without note or comment..

### **12.02 CIRCULATION OF DRAFT MINUTES**

Minutes shall be prepared by the Secretary and provided in draft form to the Board Directors with the next outgoing agenda.

### **12.03 APPROVAL OF MINUTES**

Minutes shall be approved by the Board Directors at the next subsequent Board Meeting.

### **12.04 PUBLIC ACCESS**

Approved minutes shall be posted on the Corporation’s website within ten (10) days of approval. Minutes of Closed Sessions shall not be made public unless required by law.

## **SECTION THIRTEEN – ULTRA VIRES**

### **13.01 ULTRA VIRES** (*beyond one’s legal power or authority*)

Should any sections of this By-Law, including any section or part of any schedules attached hereto be declared by a court of competent jurisdiction to be ultra vires, the remaining sections shall nevertheless remain valid and binding.

## **SECTION FOURTEEN – EFFECTIVE DATE**

### **14.01 EFFECTIVE DATE**

Subject to the provisions of the Act, this By-Law shall come into force when passed by resolution of the Board.

Read a first and second time this **XXXX day of XXXXXX, 2021.**

Read a third time and passed this **XXXX day of XXXXXXXXXXXX, 2021.**

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Chair

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Secretary