

Terms of Reference

for the

COMMITTEES AND DIRECTORS

of the

LOWER THAMES VALLEY CONSERVATION AUTHORITY

Updated to conform to 2018 Administrative  
By-Law



## Background

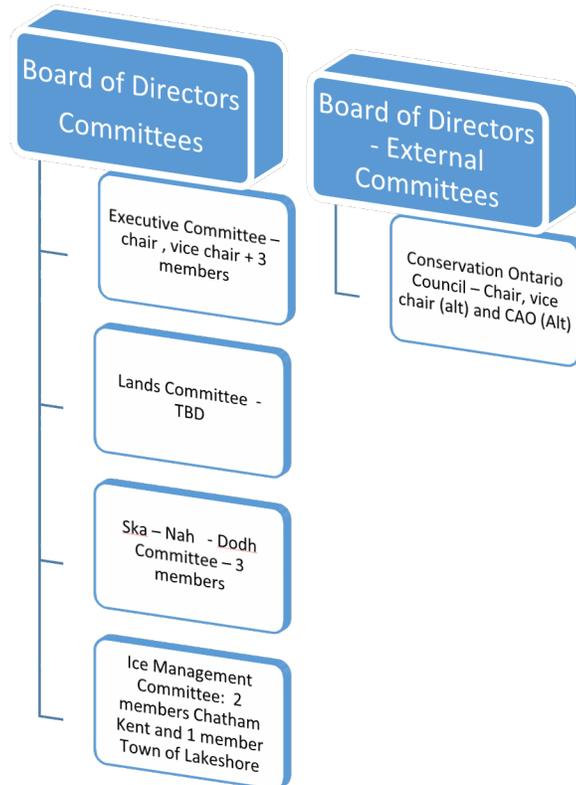
In accordance with Section 19 of the Act, and the LTVCA Administrative By-Law, the Authority shall establish such advisory boards as required and may establish such other advisory boards or committees as it considers appropriate to study and report on specific matters. The General Membership shall approve the terms of reference for all such advisory boards and committees, which shall include the role, the frequency of meetings and the number of members required.

The dates of all advisory board and committee meetings shall be made available to all Members of the Authority. Resolutions and policies governing the operation of the Authority shall be observed in all advisory board and committee meetings.

Each advisory board or committee shall report to the General Membership, presenting any recommendations made by the advisory board or committee.

The LTVCA traditionally has appointed members to an Executive Committee, as well as the Ska-Nah-Doht Iroquoian Village and Museum Committee, and the Ice Management Committee with members appointed by the Board of Directors. LTVCA also requires appointment of Members to the Conservation Ontario Council (external committee).

Committee Representation Summary:



## BOARD OF DIRECTORS

Subject of the Conservation Authorities Act, and to any powers delegated to the Executive Committee, the Authority is empowered without restricting the general powers designated by the Conservation Authorities Act, undertake the following:

- a) Approve any new capital project of the Authority.
- b) Approve the total budget for the ensuing year and approve the levies to be paid by the participating municipalities.
- c) Receive and approve the Auditor's statement for the preceding year.
- d) Authorize the borrowing of funds for the Authority.
- e) Approve by resolution, any proposed expropriation of land.
- f) Be responsible for the mandate and goals and objectives of the Authority.
- g) Approve establishing and implementing regulations, policies and programs.
- h) To appoint, supervise and co-ordinate activities of the Director Committees.
- i) To award contracts or approve agreements.
- j) To receive delegations on behalf of the Authority and make decisions thereon.
- k) Without limiting the generality of these regulations, to set policy for the operations of the Authority.
- l) To authorize land purchases incidental to any approved project.
- m) Such other duties that may be required.

## OFFICERS OF THE AUTHORITY

The Officers of the Authority, and their respective responsibilities, shall be:

### Chair

- Is a Member of the Authority;
- Presides at all meetings of the General Membership (and Executive Committee if applicable);
- Calls special meetings if necessary;
- Acts as a public spokesperson on behalf of the General Membership;
- Serves as signing officer for the Authority;
- Ensures relevant information and policies are brought to the Authority's attention;
- Keeps the General Membership apprised of significant issues in a timely fashion;
- Performs other duties when directed to do so by resolution of the Authority.

### Vice-Chair(s)

- Is/are a Member(s) of the Authority;
- Attends all meetings of the Authority (and Executive Committee if applicable);
- Carries out assignments as requested by the Chair;
- Understands the responsibilities of the Chair and acts as Chair immediately upon the death, incapacity to act, absence or resignation of the Chair until such time as a new Chair is appointed or until the Chair resumes his/her duties;
- Serves as a signing officer for the Authority.

## DIRECTORS

In this document and on a day to day basis, members will be referred to as "Directors". Any specific duty and responsibility as defined in the Administrative By-law supersedes generally described duties as noted below:

As a duly appointed director of a participating municipality, you have the following responsibilities to:

- a) attend all Board of Director meetings, Full Authority meetings and those Committee meetings for which you are appointed.
- b) become aware and knowledgeable of the programs/projects and activities of the Authority.
- c) assist in establishment of goals and major policies of the Authority.
- d) ensure that plans and programs are implemented to meet these goals.
- e) refer matters involving personnel and other sensitive issues to the C.A.O/Secretary-Treasurer.
- f) treat land, personnel, and other confidential matters of the Authority business confidential.
- g) keep your council informed of Authority projects, programs and activities.
- h) declare a conflict of interest on any personal and Authority matter in accordance with the Conflict of Interest Act.
- i) Authority directors shall receive a per diem and a mileage allowance for attending Full Authority, Board of Director meetings, Executive Committee meetings, Committee meetings, and any other such meetings to which they are appointed.

## EXECUTIVE COMMITTEE - TERMS OF REFERENCE

### 1. Power and Functions

The Board of Directors has delegated all of its powers to the Executive Committee, except:

- i. The termination of the services of the Chief Administrative Officer and/or Secretary-Treasurer,
- ii. The power to raise money, and
- iii. The power to enter into contracts or agreements other than those contracts or agreements as are necessarily incidental to the works approved by the Authority.

### 2. Specific Terms of Reference

Same as Board of Directors except items listed under item (1.)

## STANDING COMMITTEES - TERMS OF REFERENCE

The following are standing committees of the Lower Thames Valley Conservation Authority:

### 1. ICE MANAGEMENT ADVISORY COMMITTEE

Purpose - The Ice Management Committee provides a mechanism for more direct input from the most ice prone municipalities into Authority ice breaking alternatives and their implementation.

Composition - The Ice Management Committee is comprised of the Authority Chair, Vice-Chair, two municipally appointed members from the Municipality of Chatham-Kent and one municipally appointed member from the Township of Lakeshore. Unresolved issues of the Committee shall be referred to the Executive Committee.

#### Function

1. Investigate ice breaking alternatives.
2. Recommend ice breaking proposals.
3. Direct ice breaking activities.

## **2. SKA-NAH-DOHT IROQUOIAN VILLAGE AND MUSEUM COMMITTEE**

### A. STATEMENT OF PURPOSE

The Ska-Nah-Doht Iroquoian Village and Museum is a public facility to protect, promote and maintain the heritage resources of the Lower Thames Valley Conservation Authority.

### B. MISSION

To hold in trust for the community, at present and for future generations, the collections of the museum. To ensure the security and preservation of the collection when used for the purposes of research, education and enjoyment of the public.

### C. MANDATE

The Advisory Committee will uphold the mission and purpose of the museum and advocate both greater public involvement in the museum and increase the community and financial support of the museum.

## CONSTITUTION

1. This committee shall be known as the Ska-Nah-Doht Iroquoian Village Committee and will act as a Committee of the Lower Thames Valley Conservation Authority's Board of Directors.
2. The role of the Ska-Nah-Doht Iroquoian Village Committee members shall be to deliberate and make recommendations on all matters dealing with the Ska-Nah-Doht Iroquoian Village.
3. Membership of the Ska-Nah-Doht Iroquoian Village Committee shall not exceed eighteen (18) members. The make up of the members shall be:
  - the Chair and Vice-Chair of the Lower Thames Valley Conservation Authority's Board of Directors (ex officio with voting privileges)
  - 3 elected members from the Lower Thames Valley Conservation Authority's Board of Directors

- the CAO/Secretary-Treasurer of the Lower Thames Valley Conservation Authority (ex officio with voting privileges)
- 1 member of the Chippewa of the Thames First Nation
- 1 member of the Delaware Nation at Moraviantown
- 1 member of the Muncee Delaware Nation
- 1 member of the Oneida Nation of the Thames
- 8 members from the community at large

There will be unlimited “Associate Members” from the local community. These members will have no voting privileges.

4. At the first meeting of each year the following officers shall be appointed - a Chair and Vice-Chair elected from the membership of the Ska-Nah-Doht Iroquoian Village Committee, for a one year term.
5. At any meeting of the Ska-Nah-Doht Iroquoian Village Committee a quorum shall consist of one third of the voting members.
6. Each member of the Committee is entitled to one vote on any question and in the event of a tie, the Chair of the Ska-Nah-Doht Iroquoian Village Committee shall have the deciding vote.
7. A majority vote of the members present at any meeting is required upon all matters before the meeting.
8. The Chair of the Committee shall call at least five meetings per year. The first meeting of each year shall be as soon as possible after the first meeting of the Lower Thames Valley Conservation Authority’s Board of Directors. Additional meetings shall be called at the discretion of the Chair. The dates of the meetings shall be established at the first Committee meeting of the year.
9. In the event of the absence of the Chair from any meeting, the Vice-Chair for the purposes of the meeting shall have all the powers and shall perform all the duties of the Chair.
10.
  - a) A member’s absence from any two consecutive meetings without notice except in extenuating circumstances, shall constitute a vacancy which may be filled by the Ska-Nah-Doht Iroquoian Village Committee.
  - b) If a vacancy occurs due to a member’s incapacity to act, the Ska-Nah-Doht Iroquoian Village Committee shall fill that vacancy until such time as the original member is able to resume their duties.
  - c) If a vacancy occurs due to the death of a member, the Ska-Nah-Doht Iroquoian Village Committee shall fill that vacancy at any subsequent meeting.
11. Minutes of all meetings shall include the time and place of the meeting, a list of those present and shall state all motions presented. Additional information may be included at the discretion of the Chair, or by instruction from the meeting. The minutes shall be distributed within fifteen days of the meeting.

12. This constitution may be amended at any meeting by a majority vote of the members of the Skanah-Doht Iroquoian Village Committee, subject to the approval of the Lower Thames Valley Conservation Authority's Board of Directors.

13. An agenda will be prepared by the Iroquoian Village Curator for each meeting and an acceptance of the minutes of the previous meeting, business arising from the minutes, unfinished business, correspondence, new business and adjournment will also be included.

14. Each member is encouraged to attend, support or participate in special events, fund-raisers and projects for the village.

## COMMITTEE CHAIRS

The Chair of a Committee appointed by the Authority shall be responsible for ensuring that the various projects assigned to the Committee by the Authority or Board of Directors are pursued expeditiously and for:

- (a) the calling of meetings, at his/her own discretion, or at the request of the Authority and for the preparation of the agenda for such meetings
- (b) such investigations and inspections as are necessary to be properly aware of the progress of projects and programs under the jurisdiction of the Committee
- (c) preparation of reports on the current activities of the Committee and presentation of such reports at all meetings of the Authority except special meetings.

## EXTERNAL COMMITTEES: CONSERVATION ONTARIO COUNCIL

Conservation Ontario is a non-profit association that represents the network of 36 Conservation Authorities. It supports the network of Conservation Authorities and is responsible for:

- Government Relations
- Policy and Program Development
- Building and Maintaining Partnerships
- Corporate Communications
- Research and Information
- Evaluation and Reporting
- Education and Training

Conservation Ontario is funded primarily by its member conservation authorities, supplemented by project funding and contract work.

Each Authority may appoint, by resolution, up to three Representatives to Conservation Ontario Council ("Council"). Council will consist of the Voting Delegate and Alternate(s) appointed by

each Member Conservation Authority. The Voting Delegate and Alternates shall be registered with Conservation Ontario annually. Each Conservation Authority has one vote in all Conservation Ontario matters.

**Meetings:**

- Meetings are normally held on Mondays, four times a year at Black Creek Pioneer Village in Toronto. Additional meetings may be held at the call of the Chair, Conservation Ontario.

**Members:**

- LTVCA appoints one member (traditionally the Chair or Vice-Chair) as Voting Member of Conservation Ontario.
- LTVCA appoints an Alternate (traditionally the Chair or Vice-Chair) to act as the alternate in absence of the Voting member.
- LTVCA appoints the CAO as Alternate of Conservation Ontario (or as Voting Member, if Member schedules do not permit full participation by Appointed Members)
- The Chair of Conservation Ontario is elected by voting members of Conservation Ontario.
- Conservation Ontario is governed by a six member Board of Directors elected by representatives of each of the 36 Conservation Authorities.