

Procedural By-law P-8
Regional Service Commission 11

Date Approved: _____

Signature (Chairperson of RSC): _____

Executive Director of RSC: _____

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PREAMBLE:

Whereas Regional Service Commission 11 was established as a body corporate pursuant to the provisions of the *Regional Service Delivery Act*, Statutes of New Brunswick 2012, Chapter 37, and Regulation 2012-109 made thereunder.

Now Therefore in pursuance of the powers contained in the said Act the Board of Directors of Regional Service Commission 11 hereby passes and enacts the following by-law:

1. DEFINITIONS

The following definitions apply in this By-law.

“Act” means the *Regional Service Delivery Act*, Statutes of New Brunswick 2012, Chapter 37.

“Board” means the board of directors of Regional Service Commission 11.

“Commission” means the body corporate established pursuant to the Act for Regional Service Commission 11.

“Executive Director” means a person appointed as an Executive Director under section 13 of the Act.

“Family associate” means a spouse, parent, child, brother or sister.

“Local Service District” means a local service district as established under part 15 of the *Local Governance Act*.

“Member”, with respect to a regional service commission, means a municipality, a rural community or a local service district within the region for which the commission is established.

“Municipality” means a city, town or village.

“Minister” means the Minister of Environment and Local Government and includes any person designated by the Minister to act on the Minister’s behalf.

“Planning director” means a person appointed as a planning director under subsection 24 of the Act.

“Rural Community” means a rural community as defined under the *Local Governance Act*.

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2.0 ORGANIZATION

2.1 Description and Membership

The Region is more particularly described in APPENDIX "A" attached to this by-law and prescribed in Regulation 2012-109 of the *Regional Service Delivery Act* and as amended from time to time by Board Resolution.

2.2 Board Composition

The composition for the Board of Directors is determined by Regulation 2012-109, under the *Regional Service Delivery Act*. The mayors of the municipalities and rural communities within the region shall serve on the Board. The Regulation specifies that a certain number of Local Service District Advisory Committee Chairpersons shall be selected at a meeting of the Region's Chairpersons from amongst their number. The number of Local Service District representatives is determined by formula in Regulation 2012-109.

The Minister of Environment and Local Government shall provide the Regional Service Commission with the names and contact information of those individuals who are elected to represent the Local Service Districts.

2.3 Board of Directors

The role of the Board of Directors of Regional Service Commission 11 shall include the following:

- provide strategic direction as well as oversight for the Regional Service Commission;
- make decisions on the following matters: annual budget, hiring of the Executive Director, adopting by-laws and policies of the corporation, borrowing of money, setting of fees, service changes (including additions, terminations, adjustments), among others;
- monitor the overall finances of the Regional Service Commission;
- monitor the overall performance of the organization;
- provide direction to the Executive Director;
- attend meetings of the Commission Board;
- participate in Committees as assigned and agreed to;
- review documents (various reports including annual reports, drafts, by-laws, minutes, etc., associated with the above noted matters, financial statements);
- bring the municipal, rural community and LSD perspectives to the RSC table;
- help formulate and determine the RSC's overall strategic direction;
- serve as liaison with respective communities: Mayors and LSD Representatives should keep their councils or advisory committees informed with respect to the activities of the Commission;
- participate in and provide direction regarding the regional planning process; and
- approve the Regional Plan.

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2.4 Term of Office for Local Service District Representatives (See General Regulation Section 8(4))

The Local Service District representatives chosen under the provisions of the General Regulation under the *Regional Service Delivery Act* shall hold office until the earliest of

- (a) the day the person is no longer chair of the local service district advisory committee, or
- (b) a meeting is held and that person is not chosen as a local service district representative.

2.5 Executive Officers

The Board of the Commission shall elect one director to be the Chairperson and one director to be the Vice-Chairperson. The Board shall also appoint a staff member of the Regional Service Commission to serve as Secretary to the Board and this individual may serve in this capacity until such time as another staff member is appointed to carry out this function.

2.5.1 At Annual General Meeting the directors shall elect from among their number a Chairperson and Vice-Chairperson. The election shall be done by ballot and administered by the Secretary of the Board or his/her delegate. The Chairperson and Vice-Chairperson may be elected for four (4) additional one year terms.

2.5.2 Chairperson of the Commission: The Chairperson shall, if present, preside at all meetings of the Commission. He/she shall sign all instruments which require his/her signature and shall perform all duties incident to his/her office, and shall have such other powers and duties as may from time to time be assigned to him/her by resolution of the Commission.

2.5.3 Vice-Chairperson: During the Chairperson's absence or inability or refusal to act, the Chairperson's duties may be performed and his/her powers may be exercised by the Vice-Chairperson. A Vice-Chairperson shall also perform such duties and exercise such powers as may from time to time be prescribed by resolution of the Commission.

2.5.4 Executive Director: The Board shall appoint an Executive Director in accordance with Section 13 of the *Regional Service Delivery Act* and the Executive Director shall be the Chief Administrative Officer of the Commission. The Executive Director is *ex officio*, non-voting member of all Committees of the Board except the Planning Review and Adjustment Committee and the Audit Committee, although he or she may be invited to participate in meetings of these committees at the request of the Chair of that committee.

2.5.5 Secretary: The Board of Directors shall appoint a Secretary who shall be a staff of the Regional Service Commission. The Secretary shall be responsible to ensure that the proceedings of all meetings of the Board are taken in accordance with *Roberts Rules of Order, Newly Revised* – 12th edition, and accepted by the Board. The Secretary shall make provision for the safekeeping and publication of the minutes of meetings of the Board of Directors and shall provide notices of meetings where applicable. The Secretary shall perform other duties or assume other responsibilities as may be assigned from time to time by the Board. Notwithstanding the above, the Secretary may delegate "note taking"

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responsibilities to others but remains responsible for the accuracy and safekeeping of the records of all meetings.

2.5.6 Chief Financial Officer: The Board of Directors shall appoint a Chief Financial Officer who shall be a staff of the Regional Service Commission. The Chief Financial Officer shall report to the Executive Director and is responsible to:

- (a) ensure that the financial management systems of the Commission are comprehensive, reliable and informative;
- (b) ensure that timely and comprehensive reports to the Board are implemented and ensure that reports and other information as may be required from time to time are provided;
- (c) put in place such safe guards and procedures so as to ensure the highest quality of management of the financial and physical assets of the Commission;
- (d) identify to the Executive Director and Board any emerging financial concerns which materially affect the performance of the organization; and
- (e) sit, upon invitation of the Chair, as a non-voting member of the Audit Committee.

2.6 Delegation of Duties of Officers

In case of the absence or inability to act of the Chairperson or Vice-Chairperson, or for any other reason that the Commission may deem sufficient, the Commission may delegate the powers of such officer to any other Director of the Board for a specified time.

2.7 Vacancies

If the position of Chairperson or Vice-Chairperson of the Commission for any reason becomes vacant, the Commission shall elect another Director to fill such vacancy at its next meeting.

2.8 Who Speaks for Commission

The Chair of the Commission is the spokesperson for the Commission for all matters of policy, however, the Chair may delegate to another director or to the Executive Director to speak for the Commission on such matters.

The Executive Director is the spokesperson for the Commission for all technical or administrative matters. The Executive Director may delegate any member of staff to speak on such matters at his or her discretion.

3.0 COMMITTEES

Pursuant to Paragraph 12(1)(b) of the Act the Board has the power to make and approve by-laws with respect to the establishment and operation of committees of the Board and to determine their mandate. In pursuance of that mandate the Board hereby establishes the following committees:

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3.1 Standing Committees

3.1.1 "Standing Committees" are committees of the Commission established for the purpose of considering matters of ongoing nature and they usually have a continuing responsibility in those areas. Membership on standing committees is normally reserved for directors of the Board; however, this is at the discretion of the Board. In particular the Planning Review and Adjustment Committee and the Community Police Advisory Committee will, by definition include membership in addition to members of the Board of Directors.

3.1.2 Composition: Standing committees shall consist of a minimum of five (5) directors or as otherwise prescribed in this by-law or the by-law for that Committee. Directors of committees and committee chairs and vice-chairs shall be appointed by the Board Chairperson and Vice-Chairperson unless otherwise specified.

3.1.3 Term: Except as otherwise provided, the term of office for standing committee members shall be for one year. Directors shall be appointed at the first meeting following the selection of Executive Officers.

3.1.4 Quorum: A majority of the committee's members, not including ex-officio members in the calculation, shall constitute a quorum for the purpose of conducting a meeting of a Standing Committee.

3.1.5 General Duties: With the exception of the Planning Review and Adjustment Committee, each Standing Committee shall serve in an advisory capacity to the Board of Directors and shall carry out the duties assigned to it by this by-law and shall carry out such other duties as may from time to time be referred to it by the Board.

3.1.6 Plans: Each Standing Committee shall develop short and long-term plans, including the fiscal aspects thereof respecting the services of the Commission and shall develop policies for consideration by the Board.

3.2 Finance and Budget Committee

3.2.1 There shall be the Finance and Budget Committee, composed of six Directors with a majority of members representing communities which receive land use planning services from the Commission.

The Board cannot consider the annual budget for the Planning Division without a positive recommendation from a majority of the committee members present who receive land use planning services.

3.2.2 Duties of the Finance and Budget Committee:

- (a) receive, review, and co-ordinate the estimates of revenue and expenditures for the year for recommendation to the Board;
- (b) consider all requests for expenditures in excess of those provided for in the annual budget and report to the Board with recommendations;

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- (c) study, provide advice, and recommend to the Board on all matters regarding capital funding;
- (d) co-ordinate the development of short and long-term financial planning for the Commission;
- (e) monitor financial management services; and
- (f) ensure that the acquisition and disposal of property is carried out within the terms of policy directives issued by the Board.

3.3 Audit Committee

3.3.1 There shall be the Audit Committee comprised of directors of the Board. The Executive Director is not an *ex officio* member of the Audit Committee but may be invited to Committee meetings or parts of meetings at the discretion of the Chair.

3.3.2 The duties of the Audit Committee:

- (a) review financially related by-laws;
- (b) review significant accounting and financial policies;
- (c) review and recommend audited financial statements;
- (d) recommend the appointment of auditors;
- (e) review audits and management letters with the auditors, and to sign on behalf of the Board acknowledging receipt of any related documentation;
- (f) initiate special audits in areas of concern, review and assess the internal audit function; and
- (g) review and assess matters of risk for the Corporation.

3.4 Planning Review and Adjustment Committee

3.4.1 The Regional Services Delivery Act, Section 24 (1), vests certain duties and obligations on the Board with respect to land use planning and Section 16 (1) of the Act permits the Board to delegate those powers and duties to a standing committee of the Board.

The Board hereby delegates those land use planning powers and duties to its standing Planning Review and Adjustment Committee subject to its Planning Review and Adjustment Committee By-Law.

3.5 Community Policing Committee

3.5.1 There shall be the Community Policing Committee.

The Committee shall monitor the effectiveness and efficiency of policing services in the region and encourage cooperative action among the region's communities and their policing services providers.

3.5.2 Duties of the Community Policing Committee:

- (a) to call and facilitate regular meetings of an advisory forum comprised of municipal and LSD representatives as well as the region's policing agencies to

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provide community input in identifying and recommending objectives and priorities for policing in the region and facilitate mutual feedback in accordance with a community policing model;

(b) on behalf of the advisory forum to monitor and report to the Board of Directors on the implementation of policing goals, objectives and priorities; and

(c) as directed by the Board to represent it in discussions with key stakeholders such as the Province of New Brunswick, law enforcement agencies and other interested parties.

3.6 Executive Director Oversight Committee

3.6.1 There shall be the Executive Director Oversight Committee comprised of three directors. The Committee shall serve as a channel for both the Board and Executive Director to address effective performance practices.

3.6.2 The duties of the EDO Committee:

(a) to receive, evaluate and deliver feedback from the Board to the Executive Director;

(b) to receive, evaluate and deliver feedback from the Executive Director to the Board;

(c) to assist the Executive Director in developing strategic objectives against which his/her performance will be evaluated;

(d) upon agreement, to present and recommend to the Board the Executive Director's strategic objectives;

(e) to conduct the Board's annual performance review of the Executive Director; and

(f) to review annually the Executive Director's compensation and shall make such adjustments as are deemed appropriate, respecting market conditions, the established salary range and the performance review.

3.7 Governance Committee

3.7.1 There shall be the Governance Committee comprised of the Chair and 5 Board directors. The Committee has primary responsibility for ensuring the adequacy and relevance of the governance structure of the Board.

3.7.2 The duties of the Governance Committee:

a) to review annually the By-Laws of the Commission and to recommend to the Board, at its Annual General Meeting, such changes as necessary;

b) to monitor training practices for directors and make recommendations for new practices as necessary. The Committee in collaboration with the Executive Director will ensure an orientation process is in place for new directors; and

c) to ensure that a procedure for evaluating the functioning of the Board is in place and those evaluations are conducted on a regular basis.

3.8 Ad Hoc Committees

3.8.1 Pursuant to the provisions of Subsection 12(1) of the Act the Board may, from time to time, establish *ad hoc* committees to undertake specific tasks. When the Board establishes

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such a committee it shall define its terms of reference; its composition; its reporting relationship to the Board; and the duration of its existence. Membership on any ad hoc committee will be by appointment by the Chair and Vice Chair of the Board.

4. CONFLICT OF INTEREST (see *General Regulation Section 21*)

4.1 Definitions:

For the purposes of this section, with respect to a Commission, "designated employee" means:

- (a) an Executive Director,
- (b) a planning director,
- (c) a manager of the solid waste disposal service,
- (d) the Chief Financial officer, a treasurer or the person who has primary responsibility for the financial affairs of the Commission,
- (e) the Secretary as provided 2.6.4 of this by-law,
- (f) a planner,
- (g) a person delegated the duties of a development officer,
- (h) a building inspector or the person who has the primary responsibility to the Commission for the enforcement of municipal by-laws or other provincial laws with respect to building and construction within the region,
- (i) a person responsible for purchasing on behalf of the Commission, and
- (j) any employee of a Commission who is in a senior management position.

4.2 No director of a Board shall be employed by, contract with, act as an agent for or otherwise provide goods or services to the Commission in exchange for consideration, directly or indirectly,

- (a) while holding office as a director of the Board, or
- (b) during the period of one year following the expiration of the director's term of office, whether the director served the entire term or not.

4.3 A director of a Board does not violate subsection (1) by reason only that the director is in receipt of an allowance for attendance at meetings of the Board or of the executive of the Commission or any other allowance, honorarium, remuneration or reimbursement to which the director may be entitled by reason only of being a director of the Board or of being an executive officer of the Commission.

4.4 Pursuant to the *Regional Service Delivery Act* and the regulations, a director of the Board or a designated employee has a conflict of interest if:

- (a) the person or a family associate
 - (i) has or proposes to have any interest in any contract in which the Commission of which that person is a director of the Board or by whom that person is employed or was appointed has an interest, or

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(ii) has an interest in any other matter in which the Commission is concerned that would be of financial benefit to that person or the family associate,

(b) the person or a family associate is a shareholder in, or is a director or a senior officer of, a private company that

(i) has or proposes to have an interest in any contract with the Commission, or

(ii) has an interest in any other matter in which the Commission is concerned that would be of financial benefit to the company,

(c) the person or a family associate has a controlling interest in or is a director or a senior officer of a public company that

(i) has or proposes to have an interest in any contract with the Commission, or

(ii) has an interest in any other matter in which the Commission is concerned that would be of financial benefit to the company, or

(d) the person or a family associate would otherwise benefit financially by a decision of the Commission in any contract, proposed contract or other matter in which the Commission is concerned.

4.5 Where a director of a Board has a conflict of interest with respect to any matter in which the Commission is concerned and he or she is present at a meeting of the Board, a meeting of a committee of the Board, or any other meeting at which business of the Board is conducted, at which the matter is a subject of consideration he or she shall,

(a) as soon as the matter is introduced, disclose that he or she has a conflict of interest in the matter; and

(b) immediately withdraw from the meeting room while the matter is under consideration or vote.

4.6 A designated employee shall not advise or otherwise assist the Commission in any matter where the designated employee has a conflict of interest, unless requested by the Board to do so following the disclosure of the conflict of interest to the Board.

4.7 A director of a Board or designated employee shall not:

(a) accept any fees, gifts, gratuities or other benefit that could reasonably be seen to influence any decision made by him or her in the carrying out of his or her functions as a director of the Board or employee of the Commission; or

(b) for his or her personal gain or for the personal gain of a family associate make use in any way of his or her position or of any privileged information to which he or she may have access or to which he or she is privy because of his or her position.

4.8 Upon appointment to the Regional Service Commission and annually thereafter, each director shall, in the form prescribed by the RSC and attached as APPENDIX "B", complete and file with the Secretary of the RSC a "Statement of Disclosure". This Statement shall

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include identification of interests, activities, involvements and other aspects related to the director who could potentially involve a conflict with regards to the operation and matters of the Board. When there are changes to this Statement, the director must ensure that the Statement is updated as necessary.

4.9 It is preferable if conflicts of interest are declared at the beginning of the Board or Committee meetings.

4.10 In the event that quorum will be lost if a certain number of directors declare a conflict of interest on a matter before the Board, the remaining directors will be deemed to be sufficient in number to comprise a quorum, as long as the number of remaining directors does not fall below three.

5. MEETINGS

5.1 Place of Meetings

Meetings of the Commission Board of Directors and any Board committee meetings may be held at any place within the region.

5.2 Regular Meetings (See General Regulation Section 13(1))

The Board may, by resolution, fix a day or days in each month for the holding of regular meetings at a time and place, including virtual meetings, specified in such resolution. Subsequent to the making of such resolution, no notice shall be required for any of such regular meetings.

5.3 Calling of Meetings

Notwithstanding subsection 5.2, a meeting of the Board may be called at any time by the Chairperson of the Board, or in the absence of the Chairperson by the Vice-Chairperson, upon two (2) days written notice to the Directors, such notice to include email messages.

5.4 Agendas

The Chair in consultation with the Secretary and Executive Director shall set an agenda for each board meeting no later than (7) seven days prior to the meeting date.

5.4.1 Directors wishing to have an item placed on the agenda must advise the Secretary of the item and relevant background information by 4:00pm (14) fourteen days prior to the meeting date.

5.4.2 No item shall be placed on the agenda at a meeting of the Board unless two-thirds of the directors present vote in support of a motion to amend the agenda.

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5.5 Waiver of Notice

The Chair may waive a regular meeting or change the date for such meeting by notice to the directors made at least (1) one week prior thereto. Notice of any meeting or any irregularity in the giving of such notice may be waived by a Director.

5.6 Participation in Meetings by Electronic Means (See General Regulation Section 13(8))

5.6.1 Directors may participate in meetings by electronic means so long as all directors participating in the meeting can hear each other. This procedure also applies to all standing committees of the Board.

5.6.2 In the event that the Board goes into closed session any directors participating by electronic means must confirm to the Chair that he/she is alone and no other person can hear the Board's discussion.

5.7 Chairperson of Meetings

In the absence of the Chairperson and Vice-Chairperson, the directors present shall choose a person from their number to be the Chairperson of the meeting.

5.8 Special Meetings

5.8.1 The Chairperson may at any time summon a special meeting. (See General Regulation Section 13(4))

5.8.2 Upon receiving a request to summon a special meeting by any three directors of the Board, the Chair may summon a meeting for the purpose and at the time specified in the petition (See General Regulation Section 13(4)).

5.8.3 In case the office of Chairperson, Vice-Chairperson or Director becomes vacant, the Executive Director may summon a special meeting of the Board for the purpose of selection of a new Chairperson, Vice-Chairperson or the declaration of such vacancy.

5.8.4 The Executive Director shall issue notices of all special meetings of the Board and shall specify the time of such meeting and the business to be transacted thereat. He or she shall cause such notices to be delivered to the residence or place of business of the Chairperson, Vice-Chairperson and Directors at least two days before the meeting, such notice to include email messages.

5.9 Cancellation of Meetings

If the Chair is of the opinion that a quorum will not be met at a meeting of the Board, it is the prerogative of the Chair to cancel that meeting and ensure that notification is given to all directors of the decision. The cancelled meeting shall be rescheduled as soon as is practicable.

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5.10 Annual General Meeting and Appointment of Auditor

The Board shall hold an Annual General Meeting no later than the 30th day of April in each year, at which time a report covering the previous calendar year's activities of the Commission shall be presented, together with an Audited Financial Report. The Board shall appoint the financial auditor of the Commission annually at the Annual General Meeting.

5.10.1 Notice and an invitation to attend shall be extended to Local Service District Chairs and Advisory Committee members through the Local Service Manager and, municipal councillors through their respective administrators.

5.11 Conduct of Meetings

5.11.1 Procedural Matters

In the event a question relating to procedure arises, ***Roberts Rules of Order, Revised***, shall govern the Commission, the Board of Directors and all appointed committees, in all procedural matters not otherwise covered by this or any other Commission by-law, or by the Act or Regulations.

5.12 Quorum

No business shall be transacted at a meeting of the Board unless a quorum of the Board is present and entitled to vote. In the case of Regional Service Commission 11 the majority required for quorum will be 50% of the number of directors of the board plus one.

5.13 Public Access to Board Meetings (***See General Regulation Sections 13(1) and 13(3)***)

All regular and special meetings of the Board shall be open to the public pursuant to the *General Regulation under the Regional Service Delivery Act*. However, if it is necessary at a meeting of the Board to discuss any of the matters referred to in subsection 68(1) of the *Local Governance Act*, the public may be excluded from the meeting for the duration of the discussion.

In the event of meeting that is taking place virtually public access shall be provided by live webcast.

For additional clarity, the following is the relevant section of the *Local Governance Act*:

"68(1) If it is necessary at a meeting of a council or a committee of council to discuss any of the following matters, the public may be excluded from the meeting for the duration of the discussion:

- (a) information the confidentiality of which is protected by law;
- (b) personal information;
- (c) information that could cause financial loss or gain to a person or the municipality or could jeopardize negotiations leading to an agreement or contract;
- (d) the proposed or pending acquisition or disposition of land for a municipal purpose;

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- (e) information that could violate the confidentiality of information obtained from the Government of Canada or from the Province;
- (f) information concerning legal opinions or advice provided to the municipality by a municipal solicitor, or privileged communications as between solicitor and client in a matter of municipal business;
- (g) litigation or potential litigation affecting the municipality or any of its agencies, boards or commissions, including a matter before an administrative tribunal;
- (h) the access to or security of particular buildings, other structures or systems, including computer or communication systems, or the access to or security of methods employed to protect such buildings, other structures or systems;
- (i) information gathered by police, including the Royal Canadian Mounted Police, in the course of investigating any illegal activity or suspected illegal activity, or the source of such information; or
- (j) labour and employment matters, including the negotiation of collective agreements.”

6. PROCEDURE FOR MEETING

6.1 Call to Order

As soon after the hour of meeting as a quorum is present, the Chairperson shall take the chair and call the Directors to order.

6.2 Absence of Chairperson

In case the Chairperson and Vice-Chairperson are both absent, the Executive Director shall call the meeting to order and, on a chairperson having been chosen on motion, the Board shall proceed with the business of the meeting.

6.3 Absence of Quorum

Unless there is a quorum within thirty minutes after the time appointed for the meeting of the Board, the Board shall then stand adjourned until such day of meeting as the Chairperson shall then declare.

6.4 Public Attendance at Meetings (See General Regulation Section 13(2))

With the exception of those meetings referenced in subsection 68(1) of the *Local Governance Act*, all meetings of the Board shall be open to the public and no member of the public shall be excluded therefrom except for improper conduct. The Chairperson or other presiding officer may order the expulsion from any meeting any person guilty of improper conduct at such meeting.

6.5 General Order of Business

The following shall be the order of business of each regular Board meeting:

- Recording of attendance
- Conflict of interest declarations

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- Adoption of minutes
- Public Presentations
- Committee Reports
- Report on Collaborative Services Activity
- Tenders
- Annual/Departmental reports
- Other matters
- Resolutions
- Consideration of by-laws

6.5.1 Variation in the Order of Business

The business before the Board at each meeting shall be taken up in regular order unless otherwise determined by the vote of the Directors present, and all questions as to precedence or to the suspension of the general orders of the day shall be decided without debate.

6.6 Order

6.6.1 Relation of Public to Board

Except by special invitation of the Chairperson or vote of Board, no person other than Directors of the Board and the Commission Officers having duties to perform shall address the Board without permission of the Board.

6.6.2 Notice to Appear Before the Board

Notice to appear and address the Board is required to be made by 4:00pm (14) fourteen days prior to the date of the meeting. Such notice shall be made to the Secretary, and include the topic and any relevant background information, unless this notice is otherwise waived by the Board.

6.6.3 Preservation of Order

The Chairperson shall preserve order and decorum and decide all questions of order, subject to an appeal to the Board; and in the absence of the Chairperson and Vice-Chairperson, the presiding officer shall have the same authority.

6.6.4 Rulings on Order

When called upon to decide a point of order, procedure, or practice, the Chairperson shall state the question without unnecessary comment and shall forthwith announce his or her decision citing any rule or authority he or she may deem necessary.

6.6.5 Chairperson Entering Debate

If the Chairperson desires to leave the chair for the purpose of taking part in the debate or for any other purpose, he or she shall call on the Vice-Chairperson. If the Vice-Chairperson is not present, a Director can be called on to preside until the Chairperson resumes the chair.

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6.7 Rules of Debate

6.7.1 Who Shall Have The Floor

When two or more Directors raise their hands to speak, the Chairperson shall name the Director who, in his or her opinion, first raised his or her hand.

6.7.2 Reading of Motion

Any Director may require the question or motion under discussion to be read at any time during the debate but not so as to interrupt a Director who is speaking.

6.7.3 Limits of Debate

No Director shall speak more than once on the same question without the consent of the Chairperson, subject to challenge by the Board, except in explanation of a material part of his or her speech, which may have been misconceived, and in doing so, he or she shall not introduce a new matter. A reply is allowed to a Director who has made a substantive motion to the Board; an amendment; or, the previous question. No Director, without consent, shall speak to the same question in reply for longer than fifteen minutes.

6.7.4 Appeal to Board

When a point of order is raised or when a Director is called to order by the chair, the Chairperson shall state and decide the point of order raised. The Board, if appealed to from the decision of the chair, shall decide the question but without debate; if there is no appeal, the decision of the Chairperson shall be final.

If the public is granted permission to address the Board, the rules of debate shall apply.

6.8 Rules of Conduct

6.8.1 Directors Must Address the Chairperson

Every Director before speaking to any question shall respectfully address the Chairperson.

6.8.2. Disrespectful Statements

Remarks made in the course of discussion shall be clear and concise, in good taste and shall give offence to no one.

No director of the Board shall resist the rules of the Board, disobey the decision of the Chair on a question of order or procedure, or upon the interpretation of a rule of the Commission. In case any director shall so speak, resist, or disobey; the Chair may order such director to vacate his or her seat for the rest of the meeting; however, upon apologizing, he or she may, by vote of the Board, be permitted to retake his or her seat.

When a question is being put, no Director shall walk across the room, leave his or her place, or make or cause to be made any noise or disturbance.

When a Director is speaking, no other Director shall pass between him or her and the chair, or interrupt him or her except to rise to a point of order.

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6.9 Motions

6.9.1 Motions to be seconded before Debate

Every motion and resolution shall be seconded before being debated or put from the chair and: (a) shall be in writing; and
(b) when a motion is seconded, it shall be read or stated by the Chairperson before debate.

6.9.2 Withdrawals of Motions

After a motion is read or stated by the Chairperson, it shall be deemed to be in possession of the Board but may, with permission of the Board, be withdrawn at any time before decision or amendment.

6.9.3 Motions to Adjourn

A motion to adjourn the Board or adjourn the debate shall be in order except:

- (1) when a Director is in possession of the floor;
- (2) when the yeas and nays have been called for;
- (3) when the Directors are voting;
- (4) when it has been decided that the previous question shall be put forthwith;

but a second motion to the same effect shall not be made until after some intermediate proceeding has taken place provided, however, the Board shall automatically adjourn at 9:00 o'clock p.m., unless two-thirds of the Directors present shall consent to continuing the proceedings.

6.9.4 Questions under Debate

When a question is under debate, no motion shall be received unless:

- (1) to approve it;
- (2) to amend it;
- (3) to lay it on the table;
- (4) to defer it;
- (5) to adjourn it;
- (6) to move the previous question;
- (7) to move that the vote be now taken; or
- (8) to extend the hour therefor.

6.9.5 The Previous Question

The previous question is a motion to end debate and bring the pending matter to an immediate vote. The previous question, until it is decided, shall preclude all amendment of the main question and shall be put in the following words: "Shall this question now be put?" If this motion be resolved in the affirmative, the original motion is to be put forthwith without any amendment or further debate, but if the proposed question is resolved in the negative the main question may then be debated or amended.

6.9.6 Order of Amendments

6.9.6.1 Amendments shall be put in the reverse order to that in which they are moved except in filling up blanks when the longest time and the smallest sum shall be put first.

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Every amendment submitted shall be reduced to writing and shall be decided or withdrawn before the main question is put to the vote. Only one amendment shall be allowed to an amendment and any amendment more than one must be to the main question.

6.9.6.2 Previous written notice of an amendment to the motion to adopt the annual budget must be delivered to the Secretary of the Board no later than 30 days prior to the meeting at which the budget motion will be considered. Upon receipt of such notice the Secretary shall advise all directors of the Board of the content of the proposed amendment and the proposed mover of the amendment. Motions to amend the budget motion are subject to the same voting procedures as the budget motion (Section 14.5 of Regulation 2012-109).

6.9.7 Reconsideration

1. A substantive resolution, by-law, or any matter that has been adopted by the Board within the past twelve months may be reconsidered by the Board subject to the following:

- (1) a notice of motion to reconsider, given in accordance with this by-law, must be given by a Director on the prevailing side;
- (2) a motion to reconsider, if duly moved and seconded, shall be considered at the next Regular Board Meeting following the Board Meeting that received the notice of motion to reconsider;
- (3) a motion to reconsider must be supported by a majority of the Directors of the whole Board before the matter to be reconsidered can be debated; and
- (4) a motion to reconsider shall not be considered more than once in a three month period.

2. A substantive resolution, by-law, or any matter that has been adopted by the Board for a period of more than twelve months may be reconsidered by the Board at any time provided notice of motion has been given at a previous Board Meeting; and provided further that:

- (1) no discussion of the main question shall be allowed unless reconsidered; and
- (2) after such motion to reconsider, no action shall be taken by the Board on the main motion until such reconsideration is disposed of.

6.10 Voting

6.10.1 Simple Majority

Except as hereinafter noted, all questions arising at any meeting of the Board shall be decided by a majority of votes.

6.10.2 Double Two-thirds Vote (*See General Regulation Section 14(5) and Section 27(2) of the Act*)

A motion made at a meeting to (a) approve an annual budget, (b) approve the borrowing of money or (c) approve the setting of fees, and (d) to hire or dismiss the Executive Director shall not pass unless at least two-thirds of the Directors present, who represent at least two-thirds of the total population represented by all the Directors present, vote in favour of the motion.

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6.10.3 Open Vote (*See General Regulation Section 14(1)*)

With the exception of the election of the board officers above, every question submitted to the Board shall be determined by open vote of a show of hands of the directors present.

6.10.4 Recording of Vote

Upon a division of the Board, the names of those who voted for and those who voted against the question shall be entered upon the minutes.

6.10.5 Chairperson Voting (*See General Regulation Section 14(3)*)

The Chairperson shall vote on every motion or resolution except a motion to appeal a procedural ruling of the chair.

6.10.6 Tie Vote

If the chairperson's vote results in an equal division on such questions, he or she shall not have a second or deciding vote and the question shall be declared lost.

6.10.7 All Must Vote (*See General Regulation Section 14(1)*)

Every Director who is present in the Board room when a question is put shall vote thereon unless he or she declares that he or she has a conflict of interest. If any Director persists in refusing to vote for other than the reason herein before stated, he or she shall be recorded as voting in the affirmative on the question before the Board.

6.10.8 More Than One Distinct Vote

When the question under consideration contains more than one distinct point, upon the request of any Director the vote upon each point shall be taken separately.

6.10.9 Result Declaration

After a question is finally put, no Director shall speak to the question nor shall any other motion be made until after the result has been declared.

6.10.10 Proxy Prohibited.

A director of the Board shall not be entitled to vote by proxy at a meeting of the Board.

7. ADMINISTRATION

7.1 Registered Office

860 Prospect Street
Fredericton, NB
E3B 2T8

The Board may, by resolution, change the address of the registered office of the Commission.

7.2 Corporate Seal

The Commission shall have a corporate seal which shall be as shown in the impression made in the margin hereof and may be changed by resolution of the Commission.

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7.3 Fiscal Year *(See Section 26 of the Act)*

The fiscal year of a Commission is the calendar year.

7.4 Execution of documents

7.4.1 Signing Authority: Instruments in writing requiring execution by the Commission shall be signed on behalf of the Commission by the Executive Director and one of the Chairperson or the Vice-Chairperson and all instruments in writing so signed shall be binding upon the Commission without any further authorization or formality. The Board may from time to time, by resolution, appoint any director or directors on behalf of the Commission to sign instruments in writing.

7.4.2 The corporate seal of the Commission shall be affixed to instruments in writing signed as aforesaid by any signing officer authorized to sign the same or at the direction of any such signing officer.

7.4.3 The term "instrument in writing" as used herein shall include banking documents, deeds, contracts, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money, transfers powers of attorney, bonds, debentures or other securities or any paper writings.

7.5 Banking

The banking business of the Commission shall be transacted with such banks as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe by resolution.

7.6 Corporate Records

The Board shall prepare and maintain, at its registered office or at any other place designated by resolution of the Board, adequate accounting records and records containing minutes of meetings and resolutions of the Board and any committee thereof. The records described in this section shall, at all reasonable times, be open to inspection by the Board.

The Secretary, appointed under subsection 2.5.5 of this By-law shall be responsible for the records of the Commission.

8. PROTECTION OF DIRECTORS AND OFFICERS

8.1 Limitation of Liability

Every director and alternate and officer of the Board of Directors in exercising his/her powers and discharging his/her duties shall act honestly and in good faith with a view to the

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best interest of the Commission and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Commission through the insufficiency or deficiency of title to any property acquired for or on behalf of the Commission or for the insufficiency or deficiency of any security in or on which any of the moneys of the Commission shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Commission shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his/her office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

8.2 Indemnity

The Commission shall indemnify a director, an alternate or officer, a former director or officer, and his/her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a director or officer of the Commission, if:

- (a) he/she acted honestly and in good faith with a view to the best interests of the Commission; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

8.3 Insurance

The Commission shall purchase and maintain insurance for the benefit of any person referred to in section 8.1 against any liability incurred by him/her in his/her capacity as a director or officer of the Commission.

9. DIRECTORS' EXPENSES AND REMUNERATION

9.1 Directors' Expenses

The directors shall be reimbursed for mileage and meals related to the attendance at Commission or committee meetings or otherwise in respect of the performance by them of their duties. The rate for reimbursement shall be at the rates established from time to time by the Province of New Brunswick as shown in APPENDIX "C" attached.

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9.2 Directors' Remuneration

The Directors of the Commission shall receive remuneration for attendance at Board meetings as well as Committees of the Board as follows:

- Chair - \$150.00 per meeting; and
- Vice Chair and directors - \$125.00 per meeting

When the Vice Chair is acting on behalf of the Chair, he or she shall receive remuneration at the rate for the Chair.

9.3 Annual Adjustment

On the first day of January every year the Director's remuneration set out in Section 9.2, above shall be adjusted by an amount equal to the adjustment to staff salary ranges for the year in question.