

**THE CORPORATION OF THE TOWN OF GREATER NAPANEE
BY-LAW NO. 2024-0076**

**A By-law to Define the Mandate and Meeting Procedures for Committees
Established by the Council of the Corporation of the Town of Greater Napanee**

WHEREAS By-law 2023-0060 – Procedural By-law establishes the rule and procedures under which Council and Committees of Council are to operate; and,

AND WHEREAS Council has established Committees that are comprised of both members of the public and members of Council;

NOW THEREFORE The Council of the Corporation of the Town of Greater Napanee hereby enacts as follows:

1. Short Title

This by-law may be referred to as the “Advisory Committee By-law”

2. Definitions

“Advisory Committee” or “Committee” means a Committee established to provide advice to Council and staff in accordance with the Committee’s Mandate.

“Advocacy Organization” means an organization that works on behalf of or strongly supports a particular issue.

“Chair” means the presiding officer at the Meeting.

“Clerk” means the Municipal Clerk of the Town or their designate.

“Closed Meeting” means a Meeting, or part of a Meeting which is closed to the public as permitted by the Municipal Act, 2001, as amended.

“Council” means the Council of the Town of Greater Napanee.

“Meeting” means any Meeting of an Advisory Committee where a Quorum is present, and at which Members discuss or otherwise deal with any matter in a way that materially advances the business or decision-making of the Committee.

“Motion” means a proposal by a Committee member to adopt, amend or otherwise deal with a matter at a meeting

“Other Business” means the time at the Meeting to make announcements and to request direction from staff. Motions passed under Other Business for all other matters shall be made as a result of time sensitivity. To comply with requirements for public notice and transparency, new items of business will not be introduced under Other Business.

“Procedural By-law” means the By-law passed by the Council of the Town of Greater Napanee to establish rules of Procedure for Meetings of Council and applicable Committees.

“Quorum” means the number of members required to be present at a Meeting in order for business to be conducted and is 50% plus one (1) of the approved membership of the Committee.

"Staff Liaison" means the staff member designated as the primary point of contact for the Committee.

“Sub-Committee” means a small group of members tasked with a specific objective, usually of an immediate and temporary nature, which makes recommendations to the larger Committee. Sub-committees can be comprised of Committee members, as long as the number of assigned Committee members does not create quorum.

“Town” means the Corporation of the Town of Greater Napanee.

3. Creation, Amendment, and Dissolution of Advisory Committees

Council may create a new Committee, dissolve a Committee, or amend the mandate or terms of reference of a Committee in accordance with the following processes.

3.1 Creating a New Committee

Council may create a new Committee in response to any of the following:

- a) Requirements of legislation or regulation;
- b) Changing priorities;
- c) To address significant public issues or trends;
- d) Where public input is deemed desirable;
- e) In response to a recommendation and report by staff; or
- f) For any other reason deemed appropriate by Council.

To establish a new Advisory Committee, Council shall by resolution direct staff to assist in establishing the Terms of Reference. The Terms of Reference, once refined by Council, are to be passed by By-law as an amendment to the schedules of this By-law or as a separate By-law in the case of a legislated Committee.

3.2 Amending a Committee and/or its Mandate

Amendments to the Mandate or to the Terms of Reference of a Committee may be initiated by Council by way of motion, or by the Committee itself through a resolution and report.

The following factors may be considered by Council when amending an Advisory Committee's Mandate or Terms of Reference:

- a) Results of the Committee's annual report;
- b) Continued relevance of the Committee's purpose and/or function;
- c) The degree of public interest;
- d) Changes to applicable legislation or regulations;
- e) Changing Council priorities or new priorities from Council;
- f) Cost-benefit analysis and required resources; or
- g) Any other factors deemed appropriate by Council.

Amendments to a Mandate may be passed by resolution of Council. Amendments to the Terms of Reference shall be finalized through an amendment to the schedules of this By-law.

3.3 Dissolving a Committee

The dissolving of an Advisory Committee may be initiated due to any one of the following:

- a) Expiration of the prescribed term;
- b) Completion of the Committee's task or mandate;
- c) Effectiveness of the Committee's operation;
- d) Resolution of issues that led to the creation of the Committee;
- e) Legislative requirements for the Committee no longer exist;
- f) The Committee has merged or is recommended to merge with another Committee;
- g) Changing Council priorities; or
- h) Any other reason deemed appropriate by Council.

The dissolution of a Committee may be initiated by way of a Council resolution, by a staff report brought forward for Council consideration, or by a resolution and report from the Committee. The dissolution of a Committee shall be finalized by way of an amending By-law to amend the schedules of this By-law.

4. General Provisions

4.1 Meeting Procedures

Except as otherwise provided for in this by-law, all Committees must conform to the rules governing the procedures of a Meeting of Council as outlined in the Procedural Bylaw in general, and Section 22 of the Procedural By-law – Application to Committees – in particular.

All meetings of a Committee must be open to the public, unless the subject matter fits within one of the exceptions of s. 239 of the *Municipal Act, 2001*.

4.2 Records

The records of Advisory Committees shall be retained and preserved in accordance with the provisions of the Town's Records Retention By-law. Committee records include, but

are not limited to, meeting agendas, minutes, correspondence, reports, and financial records.

5. Purpose of Committees

The purpose of an Advisory Committee is to provide advice to Greater Napanee Town Council to aid in Council decision making process.

Advisory Committees support Council by providing current knowledge, critical thinking, and feedback to help decision-makers understand community issues and make informed decisions. Recommendations from Advisory Committees are to be presented to Council by way of a report to Council, which is presented by the staff liaison to the committee with context to be provided during Council discussions by the member of Council who sits on the Committee. Decisions of the Advisory Committee are considered recommendations, and are not final until approved by Council, unless specific authority has been delegated by Council.

Advisory Committees are advisory in nature and shall not be involved in financial matters, the delegation or direction of work to staff, or engaging in tasks on behalf of the Town unless specifically delegated to them by Town Council through a resolution.

6. Committee Terms of Reference

Terms of Reference for Advisory Committees that operate under this by-law are attached hereto as Schedule "A", and form part of this by-law. The Terms of Reference further define the structure, composition, purpose, scope, and role for each Advisory Committee. Changes to the Terms of Reference are to be finalized by By-law.

7. Mandate Letters

Mandate Letters are established in the first year of a Council's term and are to be reviewed annually. Mandate letters provide the scope of an Advisory Committee's work and outline the specifics of the advice that Council is seeking. Mandate letters may be amended by resolution of Council, and do not require a By-law amendment in order to be updated.

Advisory Committees are required to stay within the boundaries of the mandates set by Council, unless further requests for advice are made by a resolution of Council. Staff liaisons hold the responsibility to ensure that information on mandates and resolutions remains available and to advise Committee members if and when their work falls outside the parameters of the mandate set by Council.

8. Sub-Committees

Advisory Committees may establish Sub-Committees, to enhance the efficiency of Meetings or to work on a specific project or event. Sub-committees must be approved by the Advisory Committee and shall have a clear mandate.

Sub-committee meetings are held separately as needed. Staff liaisons are not required to attend sub-committee meetings. Sub-committee minutes should be tabled at the

regular meeting of Advisory Committees and decisions and recommendations coming from sub-committee work should be duly documented by the staff liaison at the Advisory Committee's regular meeting.

9. Duration of Appointments

- a) Appointments will be four-year terms, concurrent with the term of Council.
- b) Committee members will continue to serve on a Committee past the expiration of their term until they are replaced.
- c) Members of the public will be eligible to serve for a maximum of eight consecutive years (two terms) on the same Advisory Committee.
- d) Members of the public are encouraged to take at least one term absence after serving on the same Advisory Committee for eight years. After the absence, the member of the public is eligible to re-apply to serve on the Advisory Committee.
- e) During the one-term absence from an Advisory Committee, a member of the public may apply to serve on a different Advisory Committee.
- f) A member of the public who has been appointed to fill a vacancy partway through the Advisory Committee term will be appointed for the balance of the existing term.
- g) There is no automatic renewal of membership on an Advisory Committee after one term is complete. Members who wish to serve for an additional term must reapply and may be confirmed by Council for re-appointment

10. Council Representation on Advisory Committees

- a) Council members are appointed by resolution at the inaugural meeting of Council. Committee appointments may be revisited on request of any member of Council, with changes to appointments to be made by way of motion.
- b) Council members should not serve as Chair on an Advisory Committee.
- c) Council members have voting privileges on the Advisory Committee.
- d) Council members count toward the Advisory Committee's total membership and count towards quorum in Advisory Committee meetings.

11. Attendance

The staff liaison will record the attendance of members in the minutes of the Meeting. Members may participate electronically or in person, in accordance with the Procedural By-law. Members are required to provide the staff liaison a minimum of one full business day advance notice of an intent to participate through electronic means, in order to ensure technology supports are available for the meeting.

If a member of a Committee is absent for two consecutive meetings without an acceptable reason, or without sending regrets, they will be contacted by the Staff Liaison or Chair.

The reasons for the absenteeism will be discussed and a determination will be made if the member wishes to remain on the Committee. If the member will no longer serve on the Committee, the vacancy will be filled. If the member desires to continue to serve on

the Committee, the member will be advised that attendance is required, or the member will be removed from the Committee.

If a member misses three consecutive meetings without an acceptable reason they are automatically removed from the Committee after which the Town may make a public recruitment posting to fill the vacancy.

12. Criteria to Serve on a Committee

Citizen appointees must be at least 18 years or older, and a resident, business, or property owner in the Town of Greater Napanee. Appointees cannot be an employee of the Town, a partner or spouse of a Council member, or an employee of an Advocacy Organization that receives funding from the Town.

Appointments shall be made at Council's sole discretion. Council may elect to adopt additional procedures to guide the committee recruitment and selection process.

13. Expectations of Conduct of Committee Members

In addition to the expectations detailed in this By-law, Committee members are required to adhere to the Town's Code of Conduct for Members of Council and Local Boards, as may be amended from time to time.

Committee members shall demonstrate respect for all fellow members, Council, and staff; refrain from using offensive or unparliamentary language; give fair consideration to diverse and opposing viewpoints; and contribute in a meaningful manner, offering constructive comments. Members must be aware that unprofessional behaviour may have a negative effect on others.

A failure to adhere to the expectations of conduct listed in this Bylaw may result in an official complaint being lodged with the Town Clerk, who will advise the committee member of the complaint in writing to remediate the issue. As per the Town's Code of Conduct, any person may also file a complaint regarding a member's alleged breach of the Code of Conduct with the Town's Integrity Commissioner.

Where there are consistent or severe breaches of the expectations laid out in this By-law by a citizen appointee to an Advisory Committee, Council may, by way of motion, elect to terminate an individual's appointment to a Committee.

13.1 Conflict of Interest as it Applies to Committee Members

Members of Advisory Committees must declare a conflict of interest when they or a member of their family have a direct or indirect financial (pecuniary) interest in a contract or proposed contract with the Town and the Committee member could influence the decision being made with respect to the matter. The member must refrain from participating in any discussion and/or decision on the matter and avoid influencing the decision of other Committee members.

13.2 Gifts and Benefits

Committee members must not accept or provide any gift, benefit, or favour in exchange for special consideration or influence, or where it may be perceived to be in exchange for special treatment. This includes offers of food, space or other amenities for the purposes of holding Advisory Committee meetings or other duties of the advisory committee.

13.3 Use of Town Resources

No member shall use Town property, assets, equipment, and/or staff resources for their own private purposes. The Advisory Committee itself will not use Town resources or staff time other than that assigned to the Committee unless otherwise directed by Council through resolution.

13.4 Relationship to Staff Liaison Serving Advisory Committee

Members of advisory committees should be mindful that staff resources, including staff time and expertise, are provided to support advisory committee meetings and reports to Council.

Staff liaisons should not be asked or tasked with work from the Committee outside of assisting with agendas, drafting minutes, supporting the development of recommendation reports to Council, and advising committee members on Town policies, procedures, bylaws, budgets, Committee mandates, and resolutions of Town Council.

The running of Advisory Committee events, research related to Advisory Committee recommendations and/or any work related to the work of the Committee outside of the meeting process is the sole responsibility of the Advisory Committee and its members.

13.5 Confidential Information

Committee members shall not disclose or release any confidential information acquired by virtue of their position.

13.6 Public Communications

While Advisory Committee members are free to speak about their work, at no time should members of an Advisory Committee speak on behalf of the Town or present themselves as a Town representative to media, stakeholders or members of the general public. Wherever possible, duties to speak on behalf of the Committee should be performed by the Committee Chair or Vice-Chair.

13.7 Authority to Act

No Advisory Committee or Committee member shall incur any debt, liability, or obligation for which the Town shall become liable without having the prior approval of Council. The actions of Advisory Committees and Committee members are only insured by the Town to the extent that they are undertaken in the course of their duties as assigned by the Town.

14. Remuneration

Members of the Advisory Committees shall serve without remuneration. Members may be reimbursed for direct and appropriate expenses incurred in the fulfillment of their Advisory Committee responsibilities if they fall within the mandate of the Committee, have been voted on by the Committee, have been provided with preapproval by the staff liaison, and are accompanied by all relevant receipts.

15. Committee Agendas

Committee Agendas are to be sent to committee members no later than three business days in advance of a meeting. Agendas are to be drafted by the staff liaison in consultation with the Chair, with all content in agendas to derive from ideas, proposals or discussions by Advisory Committee members themselves, from correspondence addressed to the Committee, or from matters directed to the Committee by Council, with the staff liaison role limited to the logistics of information collection and distribution as it relates to agendas.

Where a proposed agenda item does not fall within the Council direction or mandate to the Committee, the Staff Liaison, in consultation with the Chair, shall decline to include the item on the agenda.

Similar to Council, Advisory Committee agendas should follow the following format:

- a) Call to Order
- b) Disclosure of Pecuniary Interest
- c) Confirmation of Minutes of Previous Meeting
- d) Presentations
- e) Reports
- f) Other Business
- g) Next Meeting
- h) Adjournment

16. Election of Officers

At the first Meeting of the year, each Committee shall elect from its members, a Chair and Vice-Chair who will hold office for a one-year term and will be eligible for reelection.

The first Meeting each year of a Committee, or the first Meeting of a new Committee, will be called and chaired by the Council member of the Committee until a Chair and Vice Chair are appointed.

17. Information From and Attendance by Non-Staff Liaison Members of Town Administration

Advisory Committee members may request briefings, presentations or non-confidential background documents from members of the Town Administration. Requests for information and staff resources are to be recommended to Council through a report to Council and must be approved by Town Council by resolution.

Recommendations for additional staff support should be made on a case-by-case basis, be specific as to the information being requested, or the type of information being requested, and the amount of staff time dedicated to the effort needs to be provided by program managers via the staff liaison and included in the recommendation report to Council.

18. Roles and Responsibilities

18.1 Role of Committee Members

The role of Committee members includes but is not limited to the following responsibilities:

- a) attend all Meetings
- b) prepare for Meetings by reading agendas, reports, and background information
- c) notify staff of their availability to attend Meetings
- d) understand the Committee's advisory relationship to Council, including respecting the decisions made by Council
- e) stay focused on the items of business listed on the agenda
- f) represent the public interest
- g) understand and work within the Advisory Committee's Terms of Reference
- h) elect a Chair and Vice-Chair
- i) disclose any conflicts of interest with respect to items before the Committee prior to discussion of the items
- j) participate as an active and voting Member, asking questions, and seeking clarification through the Chair
- k) conduct themselves in accordance with the Expectations of Conduct

18.2 Role of the Committee Chair

The role of the Committee Chair includes but is not limited to the following responsibilities:

- a) preside over all Committee Meetings in accordance with the City's Procedural By-law
- b) undertake any necessary work, including special projects and research between Meetings
- c) participate as an active and voting Member, encouraging active participation by all Committee Members
- d) serve as the spokesperson for the Committee to liaise with Council and /or the public at large
- e) as required, be a signing officer for the Committee concerning business such as, but not limited to, minutes, agendas, and correspondence
- f) when speaking publicly as Chair of the Advisory Committee, represent the views of the Committee, not personal views
- g) ensure Members do not speak on any subject other than the subject in debate

18.3 Chair – Participation

If the Chair desires to move a Motion, the Chair shall designate the Vice Chair or an Acting Chair to chair the Meeting until such time as the Motion is disposed of. The Chair may summarize the Chair's position on a matter prior to the vote, only after all Members have had an opportunity to speak.

18.4 Role of the Vice-Chair

In the absence of the Chair, the Vice Chair shall have all the powers and duties of the Chair.

18.5 Role of the Staff Liaison

The role of the Staff Liaison includes but is not limited to the following responsibilities:

- a) work with the Chair to ensure they understand the actions required for reports (eg. Information only, decision required, etc.)
- b) prepare and submit the annual schedule of Meetings for review and approval by the Committee
- c) publish agendas and attend Meetings to record the official minutes
- d) where required, staff will bring forward to Council, matters from Advisory Committees, through a staff report to Town Council
- e) coordinate attendance and participation of Town staff from other divisions, as required
- f) communicate Advisory Committee recommendations to the appropriate Town staff, if and when the recommendations have been adopted by Town Council.
- g) Advise committee members on their role as it relates to the Committee's mandate or related Council resolutions.

18.6 Role of the Council Liaison

The role of the Council Liaison includes but is not limited to the following responsibilities:

- a) attend meetings and provide guidance from the perspective of a Town Council member
- b) incorporate input from the Advisory Committee at Council meetings where appropriate
- c) provide updates from Council on committee-related matters
- d) the Council representative is to provide insights and input to Committee members with respect to Council's overall priorities and to provide context with respect to the Committee's work
- e) during discussions of Town Council on Advisory Committee recommendations, it is the role of the Council Advisory Committee member to represent the perspectives of the Advisory Committee in Town Council discussions. Council Advisory Committee members can speak to Advisory Committee work, sentiments, recommendations and concerns. Council members should defer to operational staff on how work related to recommendations is to be performed by administration.

18.8 Role of the Clerk's Office

The role of the Clerks Office includes but is not limited to the following responsibilities:

- a) coordinate, develop and deliver the Orientation Session for the Advisory Committee during the first Meeting of the new term, or as otherwise deemed necessary by Town Council.
- b) serve as the subject matter expert for staff liaisons as it relates to meeting processes and procedures and questions related to the Town's Procedural Bylaw.
- c) provide the Committee with procedural advice
- d) facilitate and support the recruitment and appointment process
- e) provide advice and support to the Staff Liaisons
- f) retain the official copy of all records associated with the Committee and provide advice to the Committee regarding records retention requirements

19. Scheduling of Meetings

19.1 Regular Schedule

Committees shall establish regular meetings dates, times and location at the beginning of each term or appointment, and the scheduled time and date shall be reviewed annually. Generally, meetings will be scheduled monthly, with only one meeting in either July or August.

All Committee meetings shall be held in a facility owned by the Town which can be made accessible to the public during the meeting time.

19.2 Notice of Meetings

Public notice of all regular and Special Meetings of Advisory Committees will be provided in accordance with the provisions of the Procedural By-law, by posting the agenda to the Town Website a minimum of twenty four (24) hours prior to the meeting.

19.3 Meeting Cancellation / Postponement

A Meeting may be cancelled or postponed by the Chair in consultation with the Staff Liaison where Quorum cannot be achieved, when a Meeting is no longer required as there are no items of business, or in the event of an emergency.

Notice of a Meeting cancellation or postponement will be given by the staff liaison as soon as possible by providing notice to Members and the Town Clerk's office electronically, by posting a notice on the Town Website and by posting a notice on the entrance to the Meeting location, if applicable. In the event of an emergency such as extreme weather, a cancellation notice will be provided as soon as possible in a manner deemed appropriate by the Town Clerk.

20. Meeting Minutes

The staff liaison or their designate shall record in the minutes: the date, time and place of the Meeting; the attendance of Members; correction and adoption of the minutes of

prior Meetings; Declarations of Pecuniary Interest, and all other proceedings of the Meeting without note or comment, in accordance with the *Municipal Act, 2001*.

Minutes of Advisory Committee meetings are to be sent to advisory committee members for review within two business days of a meeting. It is the responsibility of the staff liaison to distribute and post meeting minutes.

Copies of committee minutes shall be forwarded to the Clerk for inclusion on a Council agenda as an item for information and shall note whether they are approved or draft. The Clerk shall present all Committee meeting minutes and Committee recommendation reports to the first regularly scheduled Council meeting of each month.

Approved meeting minutes shall be posted on the Town's website within two business days of their approval by the Committee.

21.1 Previous Meeting Minutes

The minutes of the last regular Meeting and all special Meetings will be submitted to the Committee for confirmation or amendment at the next regular Meeting.

21.2 Amendment

Minutes and other Committee documentation may be amended for technical, typographical, or other administrative errors and omissions for the purpose of ensuring an accurate and complete record of the proceedings.

22. Declarations of Pecuniary Interest

Members must provide a verbal declaration of the Member's pecuniary interest(s), if any, in accordance with the Municipal Conflict of Interest Act. The statement shall include a description of the general nature of the pecuniary interest(s) and a reference to the agenda item(s) to which the statement relates.

Staff will record declarations of pecuniary interest made by a Member at the Meeting in the Meeting minutes, noting the general nature of the interest.

23. Presentations

Presentations will not exceed fifteen (15) minutes and will be limited to presentations by Town Staff, consultants retained by the Town or others as may be invited by the Staff Liaison. An Advisory Committee may, by resolution, invite specific persons, experts, organizations or groups to make a presentation on a matter within its mandate.

Presentations made by Town staff and any expenditures made on outside experts or consultants require a resolution of Council.

24. Procedural Matters at Meetings

The Town's Procedural By-law shall direct the Chair and Committee on Meeting procedural matters. In all unprovided cases in the proceedings of a Meeting, Robert's

Rules of Order (latest edition) shall provide guidance on the question, and in such cases, the decision of the Chair shall be final.

25. Advisory Committee Budgets

Budget proposals are submitted on an annual basis in early fall for the upcoming fiscal year and are based on the upcoming annual work plan and mandate. All advisory committee budget requests must be approved by Council prior to any expenses being incurred or committed to and fall within eligible expenses. Eligible expenses include:

- a) Advertising for the purposes of collecting feedback
- b) Fees for visiting experts or research materials
- c) Public consultations authorized or delegated by Town Council through resolution
- d) Public events or programs, if those events or programs are explicitly outlined in an Advisory Committees mandate
- e) Meeting materials, such as notebooks, writing materials, flip charts etc.
- f) Access to online services for the purposes of research, which must be approved in advance by the Town's IT department and Staff Liaison.

Funds from one year's budget cannot be transferred to the next year's budget without a specific Council resolution and all expenditures should be approved by and receipts submitted to the Staff Liaison.

27. Annual Report and Annual Workplan

Advisory Committees will report to Council annually on the following matters:

- a) A summary of the committee's planned focus areas for the upcoming year, including an estimated monthly timeline to assist in resource allocation and to set Council expectations
- b) A concise summary of the activities and accomplishments of the committee for the past year.

28. Enactment

This by-law shall come into force and take effect on the date of final passing.

Read a first and second time and finally passed this 10th day of December, 2024.

Terry Richardson, Mayor

Jessica Walters, Clerk