

Procedural By-Laws
Southwest New Brunswick
Service Commission

Date Approved by the Board: July 27, 2023

Southwest New Brunswick Service Commission

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INTRODUCTION AND PREAMBLE

On January 1, 2013, the Regional Service Commission system became an official structure within the Province. What began as Regional Service Commission #10, had its name changed to the Southwest New Brunswick Service Commission (SNBSC), which currently serves this region.

The objective of this document is to serve as a trusted governance reference which uses as clear and concise language as possible.

This document follows the directive of the Mission Statement which guides the Board of Directors of the SNBSC. It is as follows:

‘To excel at the provision of regional services which increase the economic, social, and environmental success of our communities and the quality of life of our residents.’

Whereas Southwest New Brunswick Service Commission 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 2012-91](#) made there under;

And whereas, pursuant to section 12 of the said Act, provision is made for the establishment of a Board of Directors for the Commission and this Board shall make and approve procedural by-laws as required.

Now, pursuant to the powers contained in the Act, the Board of Directors of Southwest New Brunswick Service Commission hereby enacts the following by-law:

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A by-law relating generally to the conduct of the affairs of:

Southwest New Brunswick Service Commission (SNBSC)

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. DEFINITIONS

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires, the following definitions apply:

"Act" means the [Regional Service Delivery Act](#), Statutes of New Brunswick 2012, Chapter 37.

"Ad Hoc" Committee means a committee that is formed to carry out a specific task. Such committees will be given a mandate to carry out and will cease to exist once completed.

"Board" means the board of directors of Southwest New Brunswick Service Commission.

Board "Alternates" means a person who has the legal authority to fill in for a regular Board member at a Board or committee meeting and who has all the rights and privileges of a regular Board member when doing so. Deputy Mayors are the authorized alternates from local governments and rural communities.

Board "Executive Officers" means the duly elected Chair, Vice-chair, and the Executive Officer-at-Large of the Board.

Board "staff" means the sole employee of the Board, that being the Chief Executive Officer, and as such is responsible for all aspects of its management.

"Commission" or "SNBSC" means the body corporate, established pursuant to the Act, of the Southwest New Brunswick Service Commission.

Commission "staff" means any person reporting directly or indirectly to the Chief Executive Officer. This includes both those employed directly by the Service Commission and any person fulfilling a contract to provide a service or function within the operation's structure when such a service or function cannot be provided by existing staff.

"Designated employee" means someone to whom the Chief Executive Officer has given management, purchasing or other responsibility, and includes such employees as:

- the planning director,
- the manager of the solid waste disposal service,
- the Financial Officer,
- the Secretary to the Board,
- the planner,
- the persons delegated the duties of development officers,
- any person responsible for purchasing on behalf of the Commission, and
- any employee of a Commission who is in a management position.

"Director", with respect to the Board of Directors of SNBSC, means a representative of a local government, rural community, or rural district who serves on the Board of Directors of the Southwest

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New Brunswick Service Commission. This term can be used interchangeably with "Member" of the Board.

"Chief Executive Officer" means a person appointed by the Board of Directors as the Chief Executive Officer of the SNBSC under section 13 of the Act.

"Ex-officio" member means a member of a committee who does not have voting privileges, doesn't impact the number needed to achieve quorum, plays a passive role at committee meetings, and contributes information to the committee when asked.

"In-camera session" means a portion of time separate from a Board meeting where the public is excused, and only prescribed topics can be discussed among the Board in a session that is closed to the public. No decisions or actions may be taken during such a closed session as they are for information exchange and discussion purposes only.

"Instrument in writing" as used herein means such items as 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, conveyances, transfers powers of attorney, bonds, debentures or other securities or any paper writings.

Management "Executive Officers" means the Chief Executive Officer and that person's senior management staff which includes, but is not limited to, the Secretary to the Board, the Financial Officer of the Commission, the Director of Planning, and the Director of Solid Waste.

"Member," with respect to the Board of Directors of the Southwest New Brunswick Service Commission, means a person who serves as a Director of the Board.

"Member," with respect to the Southwest New Brunswick Service Commission body corporate, means a local government, a rural community or a Rural District served by the SNBSC.

"Mileage and meal allowances" means the rate at which SNBSC reimburses Board Members for mileage driven with their own automobile in order to do their work on behalf of the Board, and the amount that the SNBSC reimburses its Board Members for their breakfast, lunch and supper when they are away from home doing Board business during the normal time when they would have such meals at home. This rate is determined by, and shall be consistent with, the current rates paid by the Province of New Brunswick to its civil servants.

"Minister" Means the particular Minister of provincial government responsible for the Acts and Regulations applicable to any division of the SNBSC.

"Municipality" means a city, town, village or rural community.

"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 Municipalities Act.

"Rural District" means a rural district as established under section 176(1) of the Local Governance Act.

"Standing Committees" means committees of the Commission established for the purpose of considering matters of ongoing nature and they usually have a continuing responsibility in those areas.

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Membership on standing committees is normally reserved for members of the Board of Directors; however, this is at the discretion of the Board.

"Written" or "in writing" means any written communications including handwritten notes or letters, computer generated documents, e-mails, faxes, etc.

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2. ORGANIZATION

2.1. Description and Membership

The Region is comprised of:

- One Rural District (10)
- Seven local governments; Village of McAdam, Municipal District of St. Stephen, Town of Saint Andrews, Rural Community of Eastern Charlotte, Rural Community of Fundy Shores, Rural Community of Campobello, and the Village of Grand Manan.

2.2. Board Composition

For the purposes of this by-law, the Board of Directors shall be determined in accordance with section 9 of the Act.

The Board of Directors of SNBSC shall be made up of 8 Members as follows:

- Seven (7) representatives from the local governments, those being the Mayor of each of the region's seven (7) local governments.
- 1 representative from Rural District 10

2.3. Mandate

For the purposes of this by-law, the mandate of the Commission is as described in section 3.1. (1)(2) of the Act.

2.4. Officers

The Board of the Commission shall elect one Board Member to be the Chairperson (Chair), one Board Member to be the Vice-Chairperson (Vice-Chair), and one Board Member to be the Officer-at-Large.

In the event of a tie vote between two Board Members for the positions of the Chair and/or Vice-Chair and/or Officer-at-Large, there shall be a second vote immediately. If there is still a tie vote for any of these positions, the tie will be broken by drawing one of the two names for each contested position from a vessel.

2.4.1. Election of Officers

Election of the Executive Officers of the SNBSC Board shall occur on an annual basis at the Annual General Meeting of the Board, except in those years when regular local government elections are scheduled. In those years, the Board may pass a motion to delay the selection of Executive Officers until no later than the second Board meeting after the local government elections are held, thereby allowing any new Board Members to be involved in the selection of their Executive Officers.

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The Board shall not meet again after the AGM in those years until the Mayors of local governments, Rural Communities and Rural District Chairs have been sworn into office. After those criteria have been met, thus enabling a Board Meeting to occur, such a meeting will be held, and the first order of business shall be the vote for the Officers.

The Board, by majority vote, may also choose to delay any annual vote for Executive Officer positions to any meeting other than the AGM. A vote that is delayed, for any other reason than the scheduled local government elections, shall not be delayed for more than 2 (two) Board Meetings following the AGM.

The Executive Officers' term will begin either immediately after the adjournment of the AGM, or immediately after the vote at the Regular Board Meeting, at which they are elected. Their term will end at the close of the next AGM where elections are held, or immediately after the vote held at a Regular Board Meeting.

2.4.2. Chairperson

The Chairperson of the corporation shall preside over (if present) all meetings of the Board. The chairperson shall have the power to call meetings of the Boards and shall have the right to vote at such meetings. The Chairperson shall sign all instruments which require their signature. The Chairperson shall be responsible for ensuring that all members of the Board are fully informed about the corporation's activities and shall keep the Board informed of all significant developments affecting the corporation. In addition, the Chairperson shall have such other powers and duties as may be assigned to them by the Board from time to time. The Chairperson shall be an ex-officio member of all standing committees.

2.4.3. Vice-Chair

During the Chairperson's absence, or inability or refusal to act, the Chairperson's duties may be performed, and their powers may be exercised by the Vice-Chairperson (Vice-Chair). A Vice-Chairperson shall also perform such duties and exercise such powers as may from time to time be prescribed by resolution of the Board.

2.4.4. Secretary

After consulting with and receiving a recommendation from the Chief Executive Officer, the Board shall appoint a staff member of the SNBSC to serve as Secretary to the Board.

The Secretary shall be responsible for ensuring that the proceedings of all meetings of the Board are taken and accepted by the Board. The Secretary shall make provision for the safekeeping and publication of the minutes of meetings of the Board and shall provide notices of meetings where applicable. The Secretary shall perform other

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

2.4.5. Executive Officer–at–Large

In the absence of both the Chairperson and the Vice-chairperson, the Executive Officer- at-Large shall perform the duties of the Chair. The Executive Officer-at-Large shall also exercise such powers as may from time to time be prescribed by resolution of the Board.

2.4.6. Parliamentarian

The Board of Directors shall elect a parliamentarian from among its members. This person shall be elected annually by the Board immediately after the election of officers takes place. The Parliamentarian will provide procedural oversight and ensure adherence to the Board's Code of Conduct at Board meetings. The Parliamentarian will rule on disputes and differences in opinion regarding decorum and processes at Board meetings. When interjecting for these purposes, the Parliamentarian shall begin by identifying themselves as acting in that capacity. The Parliamentarian’s rulings shall be final and are not for dispute or debate at that meeting or at any subsequent meeting.

The Parliamentarian must not be the Chair of the Board. In the event that the Member elected as the Parliamentarian is called upon to chair any meeting, that Member shall abdicate the position of Parliamentarian for the duration of that meeting. In such case, a temporary Parliamentarian shall be selected by consensus of the Board members present for the duration of that meeting.

2.4.7. Vacancies

If an officer of the Board shall for any reason be or become vacant, the Board shall elect another Director to fill such a vacancy for the remainder of the term of office.

2.4.8. Delegation of Duties

For the purpose of this by-law, delegation of duties shall be done in accordance with section 16 of the Act.

2.5. Committees

Pursuant to section 12 of the Act, the Board has the power to establish, operate and dissolve

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committees of the Commission. Notwithstanding the previous sentence, the Board, at a minimum shall establish standing committees to deal with the following:

- Regional Economic Development;
- Regional Tourism Promotion;
- Regional Public Safety;
- Regional Recreational Services
- Regional Transportation;
- Regional Community Development;
- Regional Solid Waste;
- Planning Review and Adjustment;

The Board may decide by resolution to combine any of the aforementioned committees so long as they are permitted to do so under the Act and any associated Regulations.

The Board may also convene Ad Hoc or advisory committee(s) by resolution of the Board.

The composition, term, quorum, and terms of reference of any standing, advisory, or Ad Hoc committees shall be established by a resolution of the Board and shall not conflict with the Act and any associated Regulations.

2.6. Board of Directors

2.6.1. Roles and Responsibilities

- The role of the Board of Directors of SNBSC shall include the following:
- Provide strategic direction as well as oversight for the SNSBC;
- Make decisions on the following matters: annual budget, hiring of the Chief Executive Officer, adopting by-laws and policies of the corporation, and borrowing of money, setting of fees, service changes (including additions, terminations, adjustments), among others;
- Monitor the overall finances of the SNBSC;
- Monitor the overall performance of the organization;
- Provide direction to the Chief Executive Officer;
- Attend meetings of the Commission Board;
- Participate in Committees as assigned and agreed;
- Review documents (various reports including annual reports, drafts, by-laws, minutes, etc., associated with the above noted matters, financial statements);
- Bring the local and rural community and Rural District perspectives to the SNBSC table;
- Formulate and determine the SNBSC's overall strategic direction;

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- Serve as liaison with respective communities: Mayors and Rural District 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;
- Approve the Regional Plan;

2.6.2. Board Member Training

All new Board members and Alternates are expected to attend the first Board governance training opportunity. Any such new person that is unable to participate in such training has a duty to work with the Chief Executive Officer to ensure that they receive this training through some other means in a timely fashion.

Existing Board members and Alternates are strongly encouraged to participate in all Board governance training events.

2.6.3. Continuing Education and Training Policy

The following training policy for Board Members and Alternates who are participating in training opportunities; where the commission will be reimbursing the costs of such training, is as follows:

2.6.3.1. Any training must have a clearly demonstrated, tangible benefit to the Board or its committees as a result of the person having this training.

2.6.3.2. Person or persons wishing to participate in training events must get approval from the Chief Executive Officer. Written or email requests containing the training title, a brief summary/description of the event, and expected costs, should be submitted to the Chief Executive Officer within 10-14 days prior to the actual training event.

2.6.3.2.1. Expected costs pertain to registration costs or attendance fees, travel costs, meal(s), accommodations, etc.

2.6.3.3. There will be a limit of \$1,000.00 on total training expenses per member, per year. This cap does not include any costs associated with a training event that is organized for the entire Board or Committee.

2.6.3.4. Once training is completed, the member shall fill out a standard expense form for all the qualifying costs of the training and attach receipts to verify those costs. Meals and mileage allowances will be in keeping with the provincial rates as referenced in Appendix 3.

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Members are expected to use their best judgement in selecting reasonably priced accommodations.

2.7. Terms of Office

2.7.1. Term of Office for Representatives of Local Governments and Rural Districts

As outlined in the [Regional Service Delivery Act](#) and Regulations, the mayors of all local governments within our region are automatically Members of the SNBSC Board of Directors. If that person is unable to attend a meeting, the Deputy Mayor is automatically the Alternate for that local government. Their term of office on the SNBSC Board begins and ends with the local government elections that place these individuals in their local government positions.

2.7.2. Participation by Alternates

When Alternates attend Board meetings to sit in the public gallery, they are not eligible for any per diem; however, they are eligible for reimbursement for their mileage as well as for meals when appropriate.

When Alternates are acting for an absent Board representative and are sitting at the Board table, they will receive the Board Member per diem and reimbursement for their expenses as outlined in Appendix 3 of current bylaws.

All Alternates of the Board (meaning Deputy Mayors and Rural District alternate) are eligible to be full members of committees. The Terms of Reference of each committee shall define the nature of its own membership. All Alternates who serve on Board committees shall be eligible for the same per diems and expense reimbursement which regular Board members receive when serving on committees.

2.8. Delegation or Removal of Duties of SNBSC Board Executive Officers

For the purposes of this by-law, delegation of duties shall be done in accordance with Section 16 of the act.

In case of the absence or inability to act of the Chairperson, Vice-Chairperson, or Executive Officer-at-Large, or for any other reason that the Board may deem sufficient, the Board Members present may delegate and / or remove the powers of such Officer to any other Member of the Board for a specified time.

2.8.1. Discipline of SNBSC Board Executive Officers

In the case where there is a concern among Board Members that the performance of an Executive Officer is not satisfactory, the Board may take appropriate action.

2.8.1.1. Criteria for Disciplinary Action

- The criteria for non-satisfactory performance may include:

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- financial impropriety, or
- abuse of authority, or
- deliberate disregard for the bylaws, or
- inability to carry out their duties due to suspected substance abuse or
- persistent unprofessional conduct and/or language at meetings, or
- unprofessional and/or unapproved interaction with the media, or
- more than 3 consecutive and unexplained absences from Board meetings, or
- taking any unauthorized action, pertinent to the Board or the Commission, without the knowledge and endorsement of the Board, or
- other criteria as determined by the Board as a whole

2.8.1.2. Procedure for Disciplinary Action

- Under such circumstances as outlined in [2.8.1.1](#), the following actions shall be taken to remove the Officer:
- A Motion for a Vote of Non-Confidence to remove the Officer from their duties is called;
- The vote is carried out in public by a show of hands and the vote recorded;
- If two-thirds of the members present at the meeting support the non-confidence motion, the motion is passed;
- The Chief Executive Officer will immediately call for nominations to fill the Officer position that is now vacant.
- Through an anonymous ballot vote, the nominated member getting the most votes shall become the Officer, thereby filling the vacant position.

2.9. Vacancies of the Board's Executive Officer Positions

If the position of Chairperson, Vice-Chairperson, or Executive Officer-at-Large of the Board for any reason becomes vacant between the annual elections of these positions ([2.8.1](#)), for any reason other than a removal pursuant to [Section 2.6](#) and its subsections, the Board shall elect another Member to fill such vacancy. The election to fill the vacancy shall be held at the first Board Meeting called following the vacancy, and the Member elected shall assume the duties of the position immediately, including the remainder of that meeting in which the vote is held.

2.10. Spokesperson for the Commission and the Board

The Chair of the Board (or in their absence or inability to act, the Vice-Chair) is the spokesperson for the Commission and the Board of Directors on all matters of policy; however, the Chair may delegate to the Chief Executive Officer or another Member the authority to speak for the Board on such matters.

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In the event that a Member speaks away from the Board table in regard to any non-censured issue before the Board, that Member must clearly indicate that they are not representing the Board as a whole.

The Chief Executive Officer is the spokesperson for the Commission on all technical, operational, and administrative matters. The Chief Executive Officer may delegate any member of staff to speak on such matters at their discretion, or may refer to the appropriate committee.

2.11. Commission Executive Officers

2.11.1. Chief Executive Officer

The Board shall appoint a Chief Executive Officer in accordance with Section 13 of the [Regional Service Delivery Act](#) and the Chief Executive Officer shall be the Chief Administrative Officer of the Commission. The Chief Executive Officer is an ex officio member of all Committees of the Board, except the Planning Review and Adjustment Committee. The Chief Executive Officer may be invited to participate as an ex-officio member of the Planning Review and Adjustment Committee at the request of that committee.

2.11.1.1. Appointment and Dismissal

The Chief Executive Officer shall be appointed for an indefinite term by the Board of Directors of the Southwest New Brunswick Service Commission through an affirmative vote of at least two-thirds of all Members of the Board, those Members representing two-thirds of the current population base of the region.

The Chief Executive Officer may be dismissed for cause by the affirmative vote of at least two-thirds of all members of the board, those members representing two thirds of the current population base of the region.

2.11.1.2. Roles and Responsibilities

The Chief Executive Officer shall have and exercise all powers and duties assigned by statute and such other authority as may be granted by the Southwest New Brunswick Service Commission Board of Directors. Including all directives of the Board;

Co-ordinate and exercise control over all designated departments, subject to law; recommend to the SNBSC Board the hiring, promotion and dismissal of all employees who directly report to the Chief Executive Officer including, but not limited to, the manager of the Hemlock Knoll Solid Waste Facility and the Planning Manager, within the budgetary guidelines of the Board;

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Encourage and facilitate opportunities for internal succession within the organization, and ensure the organization's compliance with human resources policies as laid out in the SNBSC human resources policy manual;

Make such recommendations to the Board concerning the affairs of the region as may tend to promote the greater economy and efficiency of the service and well-being of the region, and its citizens, which the Commission serves;

- In co-operation with other staff as needed, prepare the budget annually for the Board and/or relevant committees, and be responsible for the budget's administration after its adoption;
- Keep the Board advised as to the financial conditions and future needs of the Commission;
- Have the right to speak at all regular and special meetings of the Board which they shall attend, and be an ex-officio member with the right to speak but not vote at such meetings;
- Approve individual expenditures up to a value of \$5000, to a maximum value of \$20,000 annually, where same are not contained in the budget;
- Examine all proposed contracts to which the Commission may be a party, and may sign on behalf of the Commission any contract authorized by the Board, except where the Board, or the law, directs that some other officer or officers shall do so;
- Be general purchasing agent of the Commission and, except where specific provision to the contrary is made by law or by the Board, the Chief Executive Officer or designated staff shall make all purchases of supplies, materials and equipment authorized by the Board, in the manner prescribed by and subject to the limitations imposed by law and this by-law;
- Ensure a current inventory is kept showing all real and personal property and assets of the Commission and its locations, and shall be responsible for the care and custody of all such property including equipment, buildings, and all other Commission property, which is not by law assigned to some other officer or body for care and control;
- Ensure the publication of all notices or other documents and to prepare all reports which the Commission or any of the officials thereof are required by law to prepare;
- Provide necessary documents, support, procedural guidance, advice on legislative authority and limitations thereof, and other such information as required for the Board and its Committees to function;

2.11.1.3. Absence or Incapacitation of the CEO

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In the event that the Chief Executive Officer shall be absent from the Commission or incapacitated from performing the duties of the position, the board shall appoint, i.e. vote for a replacement, a senior staff member or contract employee to act as Chief Executive Officer during such absence or incapacity. If possible, the CEO can suggest the replacement structure, however the Board makes the decision. In the event of any planned absence of longer than 14 consecutive calendar days, an acting Chief Executive Officer shall be appointed as above. The Chief Executive Officer shall give the board 30 days' notice of such absence. The Board of Directors may review the modified management structure as needed to ensure the smooth operation of the Commission.

2.11.1.4. Professional Development and Evaluation of the CEO

The Chief Executive Officer is expected to engage opportunities for professional development and personal career growth and undertake memberships in any such professional organizations as may be necessary to ensure such professional growth and standing. The Chief Executive Officer is expected, on an annual basis, to outline career and organizational goals, and participate in self-evaluations in conjunction with the Board or Committees thereof.

2.11.1.5. Professional and Personal Commitments

Unless prevented by ill health or other sufficient cause, the Chief Executive Officer shall, during the said term, devote the whole of their professional time and attention to the business of the Commission as stipulated in this by-law, and shall not engage in any other business without:

- Advising the Board in writing that they have acquired a pecuniary interest in any other business and outlining the name of the business and any property or business in which it has a pecuniary interest, and
- Ensuring compliance with all relevant conflict of interest regulations.

This does not preclude the CEO from being involved, financially or in terms of time commitment, with organizations and causes in which they have a personal interest, provided that such involvement does not negatively impact or detract from the responsibilities of the Board and Commission.

2.11.1.6. Staff Oversight

All staff employed by the Commission report, either directly or through managers, to the Chief Executive Officer. The Chief Executive Officer is the

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sole employee of the Board, and policy decisions remain the responsibility of the Board.

2.11.2. Financial Officer

With input and recommendation from the Chief Executive Officer, the Board of Directors shall approve the appointment of a Financial Officer for the Commission. The Financial Officer is responsible to:

- Ensure that the financial management systems of the Commission are comprehensive, reliable and informative;
- Ensure timely and comprehensive reports to the Board are implemented and ensure reports and other information as may be required from time to time are provided;
- Put in place safeguards and procedures to ensure the highest quality of management of the financial and physical assets of the Commission;
- Identify to the Board any emerging financial concerns.

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3. COMMITTEES

Pursuant to Section 12 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. Each Committee of the Board shall appoint one of its members as a recording secretary at the beginning of each meeting. Alternatively, the committee may request through the Chief Executive Officer that a staff member be assigned as the recording secretary for the meeting. That person shall take notes of the meeting and prepare a summary that is suitable for the Chair of the Committee to present to the Board if required.

3.1. Standing Committees

3.1.1. Composition

Standing committees shall be prescribed in the bylaw for that Committee. Committee membership shall be based on geographic location and relevant experience to support the purpose of the committee. The members of the standing committees shall designate a chairperson for each Committee from among the members of that Committee.

3.1.2. Term

Standing Committee membership shall be ratified at the first Board meeting following the election of Executive officers. A Board Member serving on (a) Committee(s) may have their appointment revoked pursuant to [7.7.2.](#) of the Bylaws.

3.1.3. Quorum

Fifty percent (50%) plus 1 member shall constitute quorum for the purpose of conducting a meeting of a Standing Committee.

3.1.4. General Duties

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/or Board-approved terms of reference, and shall carry out such other duties as may from time to time be referred to it by the Board

3.1.5. Plans

Each Standing Committee should, where applicable, develop short and long-term plans, including financial impacts. Committees may also develop policies for consideration by the Board.

3.1.6. Participation

Where a member of a committee fails to attend 3 consecutive meetings without cause or notification, the committee chair must determine the status of the member and make a recommendation to the SNBSC Board regarding that seat on the committee.

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3.1.7. Unexpected Vacancies on Committees

If unexpected vacancies arise on standing committees, the Chair of the committee shall notify the Board of such vacancies at the next regular Board meeting. If the membership of the committee falls below the required composition, that Committee shall not meet again until the vacancy is filled. The Board shall ratify any such additions to the committees.

3.2. Ad Hoc Committees

3.2.1. Creation

Pursuant to the provisions of Subsection 12(1)(a)(b) of the [Act](#), the Board may, from time to time, appoint ad hoc committees to undertake specific tasks. When the Board appoints such a Committee it shall also define the Committee's terms of reference, its composition, its reporting relationship to the Board, and the duration of its existence.

3.2.2. Examples

Ad hoc Committees which the Board may wish to utilize are:

- Corporate Office Location Committee
- Procedural Bylaws Review Committee

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4. CONFLICT OF INTEREST

4.1. Financial Benefit Exclusion

As per [NB Regulation 2012-109, Section 21\(2\)](#), no Member 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,

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

4.2. Exception

A member of a Board does not violate NB Regulation 2012-109, Section 21(3), by reason only that the member is in receipt of an allowance for attendance at meetings of the Board or any other allowance, honorarium, remuneration or reimbursement to which the member may be entitled by reason only of being a member of the Board.

4.3. When Conflict Exists

Pursuant to the [Regional Service Delivery Act](#) and the regulations, a member of the Board or a designated employee has a conflict of interest if:

- the person or a family associate
- has or proposes to have any interest in any contract in which the Commission, of which that person is a Member of the Board or by whom that person is employed or was appointed, has an interest,
Or
- 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,
- the person or a family associate is a shareholder in, or is a director or a senior officer of, a private company that:
- has or proposes to have an interest in any contract with the Commission,
Or
- has an interest in any other matter in which the Commission is concerned that would be of financial benefit to the company,
- the person or a family associate has a controlling interest in or is a director or a senior officer of a public company that
- has or proposes to have an interest in any contract with the Commission,
Or
- has an interest in any other matter in which the Commission is concerned that would be of financial benefit to the company, or
- the person or a family associate would otherwise benefit financially by decision of the Commission in any contract, proposed contract or other matter in which the Commission is concerned.

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4.4. Disclosure and Withdrawal from Meeting

Where a member of a Board has a conflict of interest with respect to any matter in which the Commission is concerned and they are 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 they shall,

- as soon as the matter is introduced, disclose that they have a conflict of interest in the matter, and
- immediately withdraw from the meeting while the matter is under consideration or vote.

If a Board member fails to declare a legitimate Conflict of Interest on a specific item or items during a meeting, and once the conflict has been confirmed by an appropriate authority after the meeting, any decisions made at the meeting on items that are relevant to the Conflict of Interest identified shall be automatically void and no longer valid. Further, this Board member may be open to legal proceedings and consequences as they relate to parties affected by this member's failure to disclose.

4.5. Designated Employees' Prohibition

A designated employee, as defined in section 21(6) of NB Regulation 2012-109, 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.

4.6. Gifts and Gain

A member of a Board or designated employee shall not;

- accept any fees, gifts, gratuities or other benefit that could reasonably be seen to influence any decision made by them in the carrying out of their functions as a member of the Board or employee of the Commission, or
- for their personal gain, or for the personal gain of a family associate, make use in any way of their position or of any privileged information to which they may have access or to which they are privy because of their position.

4.7. Statement of Disclosure

Upon appointment to the SNBSC, each member shall, in the form prescribed by the Commission and attached as Appendix 2, complete and file with the Secretary to the Board a "Statement of Disclosure".

This Statement shall include identification of interests, activities, involvements and other ventures related to the member which could potentially involve a conflict with regards to the operation and matters of the Board. Thereafter these statements will be updated at each

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AGM. When there are changes to applicable individual circumstances between AGMs, the Board member must ensure that their Statement is updated.

4.8. Board Members Disclosure and Conflict of Interest Code of Conduct

- All Board members and Alternates are required to adhere to the following Code of Conduct:
- to willingly and transparently declare any possible conflict of interest at any Board or Committee meeting with or without prompting;
- if the Member is not sure if they are in conflict, the Member shall raise the item of concern with the group and seek their opinion;
- all Members shall provide general information and feedback to the people within their constituency concerning Board motions and decisions as well as the general policy direction that the Board is discussing or considering;
- no member shall disclose information to anyone about other individual Board members or groups of Members on any subject related to the internal Board member activities, actions, discussions, opinions or decisions;
- all Members shall adhere to the Board policies regarding commenting on the policies and operations of the SNBSC as outlined in section [2.10](#);
- any Member participating in a Board meeting via electronic means may continue to participate in a closed session of the Board. Members doing so are responsible for ensuring that the confidentiality of the discussion is maintained.

4.9. When to Declare

It is preferable if conflicts of interest are declared at the beginning of the Board or Committee meetings. The agenda for the Board should have this included as a standard item.

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5. CODE OF CONDUCT

5.1. Representing the Commission

5.1.1. All Directors shall:

5.1.1.1. Work for the common good of the Members residents and taxpayers while promoting the public interest and advancing the mandate and long-term interest of Members.

5.1.1.2. Conduct Board business in an open and transparent manner that promotes public confidence and trust, recognizing that an individual Director cannot exercise individual authority over the Commission.

5.1.1.3. Exercise their duties by placing the interests of the Commission ahead of their personal interests; and

5.1.1.4. Exercise their duties in an impartial manner, making decisions based on objective criteria, rather than on the basis of bias or prejudice.

5.2. Communicating on Behalf of the Commission

5.2.1. The Chair, or in their absence, the Vice-Chair, is the official spokesperson for the Commission.

5.2.2. All Directors acknowledge that official information related to the decisions of Board will be communicated to the community and the media on behalf of the Board as a whole.

5.3. Respecting the Decision-Making Process

5.3.1. All Directors shall:

5.3.1.1. Foster respect for the democratic decision-making process; and

5.3.1.2. Work towards effective and consistent implementation of the positions and/or decisions of the Board

5.4. Adherence to Policies, Procedures and Bylaws

As the Commission's stewards and decision makers, all Directors shall respect, and adhere to, the established policies, procedures, and bylaws of the Commission, showing commitment to performing their duties and functions with care and diligence.

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5.5. Respectful Interaction with Directors, Staff, the Public and Other Members of Society

5.5.1. All Directors shall:

5.5.1.1. Treat fellow Directors, Administration/Staff and the public with respect, concern and courtesy and not engage in discrimination, bullying, harassment or use of derogatory language towards others in their roles as Directors.

5.5.1.2. Demonstrate the highest standards of personal integrity and honesty.

5.5.1.3. Communicate and work with all fellow Directors in an open, transparent and honest manner promoting a spirit of cooperation by listening to and respecting those opinions that may differ.

5.5.1.4. Avoid forming “alliances” with other Directors for the purpose of controlling Board meetings, agendas, or outcomes; and

5.5.1.5. Use communication tools and social media in a professional and appropriate manner only to promote the approved objectives of the Board and not to attempt to reflect on Board decisions or disparage or criticize other Directors or staff. Derogatory, defamatory, discriminatory, indecent, obscene, or false comments shall not be posted.

5.6. Confidential Information

All Directors shall hold in strict confidence all information concerning matters deemed confidential and shall not, either directly or indirectly, release, make public or in any way divulge any information which is deemed to be confidential unless expressly authorized by the Board or required by law to do so.

5.7. Conflict of Interest

For the purposes of this by-law, conflict of interest provisions shall be in accordance with section 21 of Regulation 2012-109 under the Act.

5.8. Improper Use of Influence

5.8.1. All Directors shall, at all times, conduct themselves in a manner that reflects the separation of roles and responsibilities between the Board and Administration, and shall:

5.8.1.1. Refrain from giving direction to any Commission employee or contracted resource, except through the CEO.

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5.8.1.2. Convey all concerns or requests for action or information directly to the CEO or, where appropriate, and as agreed by the CEO, communicate with an officer without committing the Commission to any specific course of action, expenditure, or use of Commission resources outside of the Commission's established policies, procedures, or budget, or otherwise.

5.8.1.3. Not solicit, demand, or accept the services of any Commission employee.

5.8.1.4. Avoid any situation in which a relationship (ex. friendship, social relationship, or social interaction) with a member of staff may be perceived to create undue influence, access to information, conflict of interest, or to undermine the authority of the CEO.

5.8.1.5. Not express any opinion on the performance of any Commission employee unless through a formal performance evaluation; and

5.8.1.6. Not advocate for the promotion, sanction, or termination of any Commission employee.

5.9. Use of Commission Assets and Services

5.9.1. No Director shall use or attempt to use Commission's property, funds, services, or information for personal benefit or the benefit of any other individual.

5.9.2. No Director shall use the Commission's assets including cell phones or email accounts for provincial or federal political activity.

5.10. Orientation and Other Training Attendance

All new Directors must attend the local government orientation sessions.

All Directors are encouraged to attend training opportunities that may be provided during their term, as described in Section 2.6.2. and 2.6.3.

5.11. Complaints

5.11.1. Any person, in good faith, may report a perceived wrongdoing or make a complaint alleging a breach of the Council Code of Conduct by a Director.

5.11.2. All reasonable attempts shall be made to keep the reports and complaints confidential until full investigation is completed in order to protect a Director and a complainant

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5.11.3. The report or complaint shall be in writing outlining the nature and specifics, be dated, include a name of the complainant, signed, addressed to the Chairperson (or in the case of perceived wrongdoing of the Chairperson, to the Vice Chair), and marked “confidential”. The complaint may be mailed, emailed, or hand-delivered to the Commission’s office. All received complaints shall be included in the in-camera session of a regular Board meeting for the Board’s perusal upon receiving it.

5.11.4. An anonymous report or complaint shall not be considered valid.

5.11.5. Depending on the nature of the complaint, the Board may:

5.11.5.1. Dismiss the report or complaint as invalid

5.11.5.2. Request legal opinion regarding the report or complaint.

5.11.5.3. Request that legal counsel investigate the complaint and report to the Board through the Chairperson (or in the case of perceived wrongdoing by the Chairperson, through the Vice Chair).

5.11.5.4. If the complaint is determined to be valid by the majority of the Board or through independent legal advice, the Board may impose sanctions, defining the specific action to be taken by a motion.

5.12. Sanctions

5.12.1. The Board may impose sanctions on a Director who contravenes the Commission’s Code of Conduct in the following forms:

5.12.1.1. A letter of reprimand.

5.12.1.2. Requesting a letter of apology.

5.12.1.3. Requesting to attend training.

5.12.1.4. Suspension or removal of the Chairperson or Vice Chair as official spokesperson for the Board.

5.12.1.5. Suspension or removal from some or all Board committees and bodies to which Board has the right to appoint members.

5.12.1.6. Restricting the privileges of attending conferences and workshops at the Commission’s expense.

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5.12.1.7. Reduction or suspension of remuneration as the Board may deem appropriate.

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6. MEETINGS

6.1. Place of Meetings

Meetings of the Board of Directors of the SNBSC and any Board Committee meetings may be held at any place within the region provided that those locations can meet the minimum standard required to hold such a meeting (i.e., appropriate size, acoustics, public access, parking, phone jack, etc.).

6.2. Regular Meetings

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

6.2.2. Notwithstanding the previous paragraph, in accordance with Regulation 2012-109, section 13(1), the Board shall meet a minimum of four (4) times per year.

6.3. Calling of Meetings

6.3.1. A meeting of the Board may be called at any time by the Chairperson, or in the absence of the Chairperson by the Vice Chair, upon two (2) days' written notice to the Directors.

6.4. Waiver of Notice

The Board may waive a regular meeting (i.e., a meeting that occurs on a regular schedule) or change the date for such meeting when, by resolution made at least four (4) weeks prior thereto, the Board deems it appropriate.

Notice of any meeting or any irregularity in the giving of such notice may be waived by a director.

Under extenuating circumstances, the three-day advance notice of any meeting of the Board may be waived by the Board through a majority vote. In such case, effort will be made to give as much notice as possible under the circumstances to the public via the website.

6.5. Participation in Meetings

Board Members may participate in meetings of the Board, or meetings of any Committees they may belong to, via electronic telecommunications. A Member participating in a meeting via electronic means shall constitute in-person presence for purposes of quorum.

Electronic attendance shall carry the same expectations for board members as in-person attendance in terms of punctuality, engagement, confidentiality and decorum.

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Whether attending in person or via electronic means, attendance for the purposes of per diem shall require the board member to join the meeting no later than 15 minutes after the scheduled start and be present for at least two-thirds of the meeting's duration.

6.6. Chairperson of Meetings

In the absence of the Chairperson and Vice Chair, the Executive Officer-at-large will assume the responsibilities of the Chair. In the absence of the Chairperson, Vice Chair and Executive Officer-at-large, the members present shall choose a person from their number to be the Chairperson of the meetings.

6.7. Emergency Meetings

6.7.1. The Chairperson or any three (3) members of the Boards, when deemed necessary, may call an emergency meeting of the Board in which time requirements would not apply.

6.7.2. Only the subject matter set out in a Notice of Meeting is to be considered at the Emergency meeting and the Commission is to make reasonable efforts to notify the public of the meeting

6.8. Special Meetings

6.8.1. The Chairperson may at any time summon a special meeting.

6.8.2. In accordance with Regulation 2012-109, section 13(4) under the Act, at the request of any member of the Board, a special meeting may be called by the Chairperson, or in the absence of the Chairperson, the Vice-Chair.

6.8.3. In case the office of Chairperson, Vice Chair, or Director becomes vacant, the CEO may summon a special meeting of the Board for the purpose of selection of a new Chairperson, Vice-Chair, and Directors at least one day before the meeting.

6.9. Cancellation of Meetings and Change of Format

If the Chair, after consulting with Board Members and the Chief Executive Officer, is of the opinion that quorum will likely not be met at a meeting of the Board, it is the prerogative of the Chairperson to cancel that meeting and shall ensure that notification is given to all Directors of their decision. The cancelled meeting shall be rescheduled as soon as is practical.

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If it is determined by the Chair and Chief Executive Officer that weather may make driving unsafe for board members to attend a regular or special board meeting in person, that meeting's format shall be changed to electronic attendance only, with the approval of the Executive Committee.

6.10. Annual Meeting of Members, Election of Officers, Appointment of Auditor

6.10.1. The Board shall hold an Annual Meeting of Members no later than the 30th day of April in each year, at which time a report governing the previous calendar year's activities of the Commission shall be presented, together with an audited financial report. The members shall elect from among their number a Chairperson, Vice-Chair and Executive Officer-at-large. The Board shall also appoint the financial auditor of the Commission at this meeting.

6.10.2. Notice and an invitation to attend shall be extended to Rural District members, local councillors, and other interested parties.

6.10.3. Public Notice of the meeting date, time and location shall be provided no less than fourteen (14) days in advance.

Activities that must happen at the AGM:

- Approval of AGM Agenda
- Approval of minutes of last AGM
- Per section [4.7](#) of these bylaws, every member shall receive a Statement of Disclosure to complete and submit to the Secretary to the Board.
- A report covering the previous calendar year's activities of the Commission shall be presented (Annual Report)
- The Audited Financial Report shall be presented.
- Election of Executive Officers except for years in which local elections are held, as per [2.4.1](#).

[6.11. Quorum](#)

No business shall be transacted at a meeting of the Board unless a quorum of the Board is present and entitled to vote. A quorum at any meeting of the Board shall be a majority of its members.

6.12. Voting

6.12.1. Voting procedures and requirements are defined in Regulation 2012-109, Section 14, under the Act.

6.13. Meeting Adjournment

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When the end of the Board Meeting agenda has been reached, the Chairperson shall ask for a motion to adjourn. Upon receiving such, the meeting is officially ended.

Any Board meeting shall automatically adjourn after 3 (three) hours from the commencement of the meeting, unless two-thirds of the Directors present consent to continuing the proceedings for an additional hour. At the end of this additional hour, if the items under discussion are not completed, the meeting will automatically adjourn, and the unfinished business will automatically be held over until the next Board meeting.

6.14. Public Access to Board Meetings

With the exception of those meetings referenced in in Regulation 2012-109, Section 13(3), 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.

Furthermore, if the Board [acting within its authority as outlined within the Regional Service Commission Act, the Regional Service Commission Regulations, the commission's current Procedural Bylaws] has removed any Board Member from participating in Board meetings, pursuant to section 7.7.2. and its subsections of the current Procedural Bylaws, the Board may bar any such Board Member from entering the meeting room or the building, as a member of the public, where a Board meeting is being held. Further, this barring action will remain in effect until such a time as the issue that caused such a lawful action to be taken against a Board Member is rectified to the satisfaction of the Board.

Furthermore, if it is necessary at a meeting of the Board to discuss any matters, the public may be excluded from the meeting for the duration of the discussion, which is referred to as an "in-camera" session.

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7. MEETING PROCEDURE

7.1. Rules of Debate

In the event a question relating to procedure arises, Roberts Rules of Order, Revised, 12th edition, shall govern the Commission, the Board 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.

7.2. 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.

7.3. Absence of Chairperson

In case the Chairperson and Vice-Chairperson are both absent, the CEO 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.

7.4. Absence of Quorum

No business will be conducted without a quorum.

Unless there is a quorum within fifteen (15) 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.

7.5. General Order of Business

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

- Call to order
- Recording of Board Member attendance
- Declaration of Quorum and Acknowledgement of visitors.
- Conflict of interest declarations
- Review, Adjust, and Adoption of the minutes and agenda of the previous Board Meeting
- Public Presentation(s), if any
- Business arising from the previous meeting
- New business
- Committee and Commission Staff Reports
- Question and Answer period for the public in attendance
- Date, time, and location of next Board Meeting
- Adjournment

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7.5.2. 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 Executive Committee in fulfilling its mandate to prepare the meeting agenda, or by a vote of the Members present, and all questions as to precedence or to the suspension of the general orders of the day shall be decided without debate.

7.5.2.1. Distribution of Board Meeting Documents

The draft agenda of the upcoming meeting and the minutes of the previous Board meeting shall be distributed to Board members and Alternates no later than three (3) days prior to the Board meeting.

7.5.2.2. Changes to the Agenda

When a Board meeting has begun and the agenda is the item being discussed for possible acceptance by the Board, it is possible to add to or modify the agenda at that time, provided that the motion to make the addition or modification receives a majority vote from the Board Members present.

7.6. Order

7.6.1. 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.

7.6.2. Notice to Appear Before the Board

Notice to appear and address the Board is required to be made by the Friday of the week preceding the Board meeting to the CEO or Secretary unless this notice is otherwise waived by the Board.

Any requests coming to the Board through any other means or process will automatically be refused.

7.6.3. 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.

7.6.4. Rulings on Order

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When called upon to decide a point of order, procedure, or practice, the Chairperson shall state (or restate) the question without unnecessary comment and shall forthwith announce their decision citing any rule or authority they deem necessary.

If such actions or decisions by the Chair are seen as being contrary to convention, the Regional Service Commission Act, the Regional Service Commission Regulations, or the Commission's current Procedural Bylaws the Parliamentarian has the right to invalidate a ruling by the Chair and offer advice on how the contentious issue should be handled procedurally, as per Section 2.4.6.

7.6.5. 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, they shall call on the Vice-Chair. If the Vice-Chair is not present, a Director can be called on to preside until the Chairperson resumes the chair.

7.7. Rules of Conduct for Meetings

The following Code of Conduct is to be followed by all Board Members and all Staff at all meetings, between meetings, and in all forms of communications both within the Commission and outside of it:

- Respect yourself and all others (fellow Members, the CEO, staff, presenters and visitors).
- Use an appropriate tone when speaking and when questioning others.
- Questions must always be on topic and relevant to the discussion or motion.
- Listen for the message, even if you don't agree with it.
- Be prepared to compromise, within a helpful framework, in resolving a disagreement.
- Support and accept without question the rulings of a parliamentarian to maintain the decorum of the meeting.
- Conduct yourself in a professional manner at all times.

7.7.1. Directors Must Address the Chairperson

Every Director before speaking to any question should respectfully address the Chairperson of the meeting. Members should refrain from directing comments to any Member other than the Chair.

7.7.2. Improper Conduct of Board Members

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

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No Board Member other than the Parliamentarian shall resist the rules of the Board, or disobey the decision of the Chair on a question of order or procedure

7.7.2.1. Continued Resistance to Rule

If any Board Member continues to resist or disobey, the Chair of the Meeting ([per 9.6.3](#)) or the Parliamentarian who has assumed the role of Chair for a time may order such Board member to vacate their seat for the rest of the meeting and all subsequent meetings.

7.7.2.2. Return of an Ejected Member

If at a subsequent meeting the disciplined Board Member attempts to return to the Board table, at the beginning of the Board meeting the Chair shall request an apology from the disciplined Member. If said Board Member offers an apology to the Board and the apology is accepted through a majority vote of the Board Members present, only then may the said Board Member return to the table and resume an active role on the Board. If the majority of the Board Members present do not accept the apology, the disciplined Member will continue to be excluded from the table and the work of the Board.

If a disciplined Board Member has been barred from the public gallery and/or the Board table, the disciplined member may contact the Chair or any other member of the Executive Committee at any time for the purposes of seeking a path back to the Board table and/or the meeting room. The Chair or other Executive Committee members are obligated to take the content of such communication back to the full Board for its consideration. The Board will consider the request and render a decision.

If a conflict exists between a procedure outlined in Roberts's Rule of Order, revised, 12th edition, and the opinion of the Board, a majority vote of the Board will prevail.

7.7.2.3. Additional Discipline and Sanctions for Members of the Board

The actions and performance of all Board Members and Alternates will be held to the same criteria as outlined in [2.8.1.1](#). As such, the delegation or removal of duties of Board Members, including the removal of Board Members from any or all Committees and the removal of any Board Member from participation in the duties of the Board itself, or any other sanctions as approved by the Board, are acceptable and binding.

Under such circumstances, the following actions shall be taken:

- A Motion for a Vote of Non-Confidence to remove the Member from some or all of their duties is called;

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- The vote is carried out in public by a show of hands and the vote recorded;
- If two-thirds of the members present at the meeting support the non-confidence motion, the motion is passed
- If a conflict exists between a procedure outlined in Roberts’s Rule of Order, revised, 12th edition, and the opinion of the Board, a majority vote of the Board will prevail.

7.7.2.4. Quorum Without Disciplined Members

At any subsequent Board meeting after a Member has been ejected per [7.7.2.1](#), and has not apologized and received the majority Board vote required in order to return to the Board table as an active Member, or any subsequent Meeting after a Member has been removed from participating in the duties of the Board as per [7.7.2.3](#), quorum shall be as normal (“50% plus one” of the total Board membership). Until the ejected Board member is approved for return to the Board table, through the process outlined in [7.7.2.2](#), an Alternate or Deputy Mayor (for an ejected Member representing a local government or rural community) may take the ejected Member’s seat at the Board table and do so with the full power of any Board Member in good standing, including the determination of quorum of the Board.

7.8. Rules of Debate

7.8.1. Who Shall Have the Floor

When discussion is initiated on any topic or motion, a speakers list shall be developed, and the chair shall indicate who will be keeping the list. Members will be added to the list in the order they indicate their desire to speak.

7.8.2. Reading of Motion

Any Member may, at any time during the debate when such Member is acknowledged by the Chair, request that the question or motion under discussion be read again.

7.8.3. Limits of Debate

No Member shall speak more than once on the same question without the consent of the Chairperson, and such consent is subject to challenge by the Board. The member may speak again in explanation of a material part of their address which may have been misunderstood, and in doing so, they shall not introduce a new matter. A reply is allowed for a Member who has made the motion to the Board or initiated an amendment to the motion.

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No Member, without consent from the Chair, shall speak to the same question in reply for longer than five minutes.

7.8.4. Appeal to Board

When a point of order is raised or when a Member is called to order by the Chair, the Chair shall state and decide the point of order raised. If the Member is still in disagreement with the Chair, the Member may appeal the question to the Board. The Board shall decide the question without debate; if there is no appeal, the decision of the Chair shall be final.

7.9. The Public

If the public is granted permission to address the Board, either during the Board Meeting or during the question-and-answer session with the public, the rules of debate shall apply.

7.10. Motions

7.10.1. Motions to be seconded before Debate

Every motion shall be seconded before being debated or put from the chair:
After a motion is seconded, it shall be read or stated by the Chairperson before debate.

7.10.2. 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.

7.10.3. Restrictions on Motions to Adjourn

- There shall not be a motion to adjourn the Board or adjourn the debate when:
 - a Member is in possession of the floor;
 - a vote on a motion has been called;
 - the Members are voting;
 - it has been decided that the previous question shall be put forthwith.

7.10.4. Questions under Debate

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

- approve it,
- amend it,
- lay it on the table,

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- defer it,
- adjourn it,
- move the previous question ([see 7.10.5.](#)),
- move that the vote be now taken,
- extend the meeting, per [6.13.](#)

7.10.5. 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: "Are you ready for the question?" If this is resolved in the affirmative, the original motion is to immediately be put to the Board for a vote, without any amendment or further debate. However, if the proposed question is resolved in the negative the main question may then be debated or amended as per section 7.9.

7.10.6. Order of Amendments to a Question

Amendments shall be put in the reverse order to that in which they are moved. Every amendment submitted shall be decided or withdrawn before the main question is put to the vote. Only one amendment shall be allowed to an amendment. Any additional amendment must be to the main question.

7.10.7. Reconsideration of Procedural Bylaws

7.10.7.1. Reconsideration Through Committee

If, at any time, a Board member is of the opinion that a Procedural Bylaw requires change, said Board member shall make that opinion known to the Board through the Chair. The Chair will then direct the Chief Executive Officer to add this item to a list that they are keeping for this purpose.

In January of each year, the Board shall create an ad hoc Procedural Bylaws Review Committee, which will be mandated to consider all the suggested changes put forward and kept on the Chief Executive Officer's list. It will also consider any other bylaws which this committee might discover to be ambiguous or lacking in any other respect during the course of its work. In a timely fashion, the chair of this committee shall report to the Board the result of their deliberations and provide the Board with the committee's recommended changes. The Board will then consider the committee's recommendations, for a period of no less than 21 days, and vote accordingly.

7.10.7.2. Reconsideration Without Committee

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A substantive by-law that has been adopted by the Board may be reconsidered by the Board, when the matter is considered urgent by the Board, without going through Committee ([7.10.7.1](#)), subject to the following:

- a notice of motion to reconsider, given in accordance with this bylaw, must be given by a Director as an addition to the agenda for the meeting (per [7.5.2.2](#));
- 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
- a failed motion to reconsider shall not be brought before the Board more than once in a three-month period
- The Board shall have no less than 21 days to consider the motion and review any pertinent documents before a vote can be taken on the issue.

7.11. Voting

7.11.1. Regular Administrative Matters

Decisions will be made by a simple majority vote in the positive (50% + 1), with one vote per member

7.11.2. Approval of the Budget

The annual budget shall be approved by a vote in the positive by 2/3 of the members present, representing at least 50% of the population

7.11.3. Operation or Administration of Common Services

Operation or administration of common services matters will be determined by a weighted voting formula based on the population base and will apply with only participating members being able to vote. In Region 10, that means that every local government and rural district receives one vote in such matters, with the exception of the Municipal District of St. Stephen and the Rural Community of Eastern Charlotte that receive 2 votes each.

7.11.4. Borrowing, setting fees or determining regional and sub-regional infrastructure to be cost shared

A 2/3rd majority of all members present will be required for approval of borrowing funds, setting fees or determining regional and sub-regional infrastructure to be cost shared.

7.11.5. Open Vote

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With the exception of the election of the Board's Executive Officers, as detailed in [2.11](#), every question submitted to the Board shall be determined by open vote.

7.11.6. Recording of Vote

If a vote by Members is not unanimous, the names of those who voted against the question may request to have their names entered into the minutes.

7.11.7. Chairperson Voting

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

7.11.8. Tie Vote

If the Chairperson's vote results in an equal division on such questions under 7.11.5., they shall not have a second or deciding vote and the question shall be declared lost.

7.11.9. All Must Vote

Every Member who is present at a Meeting, either in person or through electronic means, when a question is put, shall vote on the question unless they declare that they have a conflict of interest. If any Member persists in abstaining from the vote, for any reason other than a conflict of interest, they shall be recorded as voting in the affirmative on the question before the Board.

7.11.10. More Than One Distinct Vote

When the question under consideration contains more than one distinct point, upon the request of any Member each point shall be voted on separately.

7.11.11. Result Declaration

After a question is put to the Board, no Member shall speak further to the question, nor shall any other motion be made until after the vote has been taken and the result has been declared.

7.11.12. Proxy Prohibited

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A Member of the Board shall not be entitled to vote by proxy at any meeting of the Board.

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8. ADMINISTRATION

8.1. Registered Office

The current head office address of the SNBSC is:

P.O. Box 70,

St. Stephen, New Brunswick

E3L 2W9

And the current physical location of the SNBSC's head office is:

5749 Highway No.3

Lawrence Station, New Brunswick

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

8.2. Fiscal Year

The fiscal year of the Commission is the calendar year.

8.3. Execution of documents

8.3.1. Signing Authority

Instruments in writing requiring execution by the Commission shall be signed on behalf of the Commission by the Chairperson, the Vice-Chair, the CEO, the Officer-at-large, and another staff designated by the Commission. Any two thereof are required by which one must be either the Chairperson or Vice-Chair and the other either the CEO or the staff person designated by the Commission 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 member or members on behalf of the Commission to sign instruments in writing.

8.3.2. Corporate Seal

The Commission shall have a corporate seal, an impression of which is stamped in the margin of this document hereof and may be changed by resolution of the Commission. The Secretary of the Corporation shall be the custodian of the corporate seal.

8.3.3. Affixing the Corporate Seal

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.

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8.3.4. 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, conveyances, transfers powers of attorney, bonds, debentures or other securities or any paper writings.

8.4. 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.

8.5. 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.

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9. PROTECTION OF DIRECTORS AND OFFICERS

9.1. Limitation of Liability

Every director and officer of the Board in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the 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 their part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of their 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.

9.2. Indemnity

The Commission shall indemnify a director or officer, a former director or officer, and their 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 them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a member or officer of the Commission, if:

- they acted honestly and in good faith with a view to the best interests of the Commission; and
- in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they have reasonable grounds for believing that their 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.

9.3. Insurance

The Commission shall purchase and maintain insurance for the benefit of any person referred to in section 9.1. against any liability incurred by them in their capacity as a director or officer of the Commission.

10. INVALIDITY OF PROVISIONS OF THIS BY-LAW

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

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11. OMISSIONS AND ERRORS

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

12. MEDIATION AND ARBITRATION

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

13. DISPUTE RESOLUTION MECHANISM

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

13.1. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

13.2. The number of mediators may be reduced from three to one or two upon agreement of the parties.

13.3. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

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All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

14. BOARD DIRECTOR'S EXPENSES AND REMUNERATION

If a committee member is under a deadline or under extenuating circumstances, the number of allowable meetings may be increased by the Board.

14.1. Directors' Expenses

The Directors shall be reimbursed for mileage and meals related to their attendance at Commission or committee meetings or otherwise in respect of the performance by them of their duties.

Reimbursement rates used by SNBSC adhere to current Provincial Rates of that same year.

Remuneration for mileage is total to and from attended meeting.

Remuneration for meals is as appropriate to travel time and distance.

14.2. Directors' Remuneration

The Directors of the Commission shall receive remuneration for attendance at Board and committee meetings. From time to time the chair of the Board of Directors of the commission, and possibly other Board members as deemed appropriate, shall receive remuneration for activities or obligations that fall outside of the normal Board and committee meetings. The rate of such remuneration is set by the Board.

14.3. Directors' mileage expense for non-board or committee meetings

The Directors shall be reimbursed for mileage expenses when they attend non-Board meeting events that are relevant to the Commission's business and which it is helpful that they attend. This could include but not be limited to meetings or events called by the Premier / Ministers, senior civil servants, other agencies and RSC's. Further, to eliminate any question as to whether an event warrants Board members' and alternates' attendance, the Executive Committee shall discuss and pass judgement on each as it arises, on a case-by-case basis, and inform all of their decision in a timely fashion.

15. BY-LAWS AND EFFECTIVE DATE

APPENDIX 1

PRAC BY-LAWS

Southwest New Brunswick Service Commission

Planning Review and Adjustment Committee By-laws

Date Approved: _____

Signature (Chairperson of SNBSC): _____

Chief Executive Officer of SNBSC: _____

Southwest New Brunswick Service Commission

By-Laws to Establish Planning Review and Adjustment Committee

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Southwest New Brunswick Service Commission

by-law relating generally to the conduct of the affairs of:

Planning Review and Adjustment Committee (PRAC)

-a committee of:

Southwest New Brunswick Service Commission (SNBSC)

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. DEFINITIONS

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Application" refers to an application submitted for the views and / or decision of the Southwest New Brunswick Service Commission Planning Review and Adjustment Committee, pursuant to the provisions of the Community Planning Act.

"Board" means the Board of Directors of the Southwest Regional Service Commission.

"Commission" means the Southwest New Brunswick Service Commission established per Regulation 2012-91 under the Regional Service Delivery Act.

"Community Planning Act" means the Community Planning Act, Statutes of New Brunswick 2017, Chapter 19.

"Member" means, unless otherwise specified, a member of the Southwest New Brunswick Service Commission's Planning Review and Adjustment Committee.

"Regional Service Delivery Act" means the Regional Service Delivery Act, Statutes of New Brunswick 2012, Chapter 37.

2. INTERPRETATION

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. PURPOSE

The purpose of this by-law is to set out the structure and operating procedures for the Planning Review and Adjustment Committee of the Commission. This Committee, to be established by the Board, will carry out the necessary advisory and decision-making functions as specified in the Community Planning Act and outlined in **Appendix 1A** of this by-law.

4. ESTABLISHMENT

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The Board shall be responsible for the establishment of the Planning Review and Adjustment Committee of the Commission and for appointing the members of this Committee.

5. COMPOSITION AND APPOINTMENTS

5.1. There shall be one (1) Planning Review and Adjustment Committee to serve the region to be covered by Commission. **Appendix 1B** contains a map designating the areas to be covered by the Planning Review and Adjustment Committee as well as a listing of the communities covered by the Planning Review and Adjustment Committee.

5.2. The Planning Review and Adjustment Committee shall consist of a maximum of nine (9) members.

5.3. The Board shall appoint individuals to the Planning Review and Adjustment Committee on the basis of the following criteria:

- Committee members must reside in a community that is receiving local planning services from the Commission.
- There shall be at least one (1) member of the Planning Review and Adjustment Committee who resides in a local government and at least one (1) member who resides in a Rural District.
- No more than two (2) of the Planning Review and Adjustment Committee membership shall be made up of local government council members, rural district advisory committee members and Commission board members.
- Membership on the Planning Review and Adjustment Committee should take into account, as much as possible, representation on a geographic basis.
- Committee members should have some basic knowledge of the planning and local government functions as well as experience on volunteer-based committees. In addition, the Board, in establishing the Committee membership should seek a diversity of skills (e.g., legal, planning, design, etc.)
- Members named to the Planning Review and Adjustment Committee must be eligible to vote in Provincial elections [43(1) of Elections Act].

5.4. The names of the individuals on the Planning Review and Adjustment Committee shall be posted on the Commission's web site and the Chairperson and Vice-Chairperson of this Committee shall also be identified.

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5.5. Members appointed to the Planning Review and Adjustment Committee are to be considered as “at-large” members who are participating in decision-making and advisory services for the whole area covered by the Planning Review and Adjustment Committee. They are not to be seen as representing the specific community from which they were appointed even though it is expected that they will bring greater understanding and knowledge of their region.

6. TERMS OF OFFICE

6.1. The regular term of office for members of the Planning Review and Adjustment Committee shall be four (4) years.

6.2. The Planning Review and Adjustment Committee members may resubmit their candidacy for additional four (4) year terms, following their initial appointments.

7. CODE OF CONDUCT

7.1. Whereas the Planning Review and Adjustment Committee is a committee of the Board, Section 5 (Code of Conduct) of the Procedural By-Laws of the Southwest New Brunswick Service Commission applies.

8. OPERATING PROCEDURES

8.1. Selection of chairperson and vice-chairperson

8.1.1. The Chairperson and Vice-Chairperson shall be selected by and from among the members of the Planning Review and Adjustment Committee at its first meeting.

8.1.2. All meetings shall be chaired by the Chairperson or Vice-Chairperson of the Planning Review and Adjustment Committee.

8.1.3. Nominations shall be made by the members and the election of the Chairperson and Vice-Chairperson shall follow immediately thereafter.

8.1.4. A candidate receiving the most votes from among the membership shall be declared elected and shall serve for two (2) years or until a successor is elected.

8.1.5. Vacancies for Chairperson and Vice-Chairperson shall be filled immediately by the election procedure outlined herein

8.2. Chairperson duties and replacement

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8.2.1. The Chairperson shall chair or preside at all meetings of the Planning Review and Adjustment Committee and otherwise carry out the duties and responsibilities of the office.

8.2.2. The Vice-Chairperson shall act as Chairperson in the absence of the Chairperson.

8.2.3. In the absence of the Chairperson and Vice-Chairperson, a Chairperson for that meeting shall be named by a vote of the members present.

8.3. Regular meetings

8.3.1. Regular meetings of the Planning Review and Adjustment Committee shall be held monthly on the third (3rd) Thursday of every month, except:

8.3.1.1. When the day falls on a holiday, then the meeting shall be held on the fourth (4th) Wednesday of every month;

8.3.1.2. Other exceptions (around the Christmas / New Year holiday, etc.)

8.3.2. If the Planning Director (or designate) determines that the volume of agenda items necessitates the scheduling of an additional meeting to deal with the Planning Review and Adjustment Committee's business in a timely manner, such a meeting shall be held on the following Wednesday or at a time determined by the Chairperson. If the Planning Director (or designate), in consultation with the Chairperson, determines that the volume of agenda items does not warrant the holding of a regular meeting, the meeting shall be cancelled, and appropriate notice of the meeting cancellation shall be provided to the members of the Committee.

8.3.3. All regular and additional meetings of the Planning Review and Adjustment Committee will begin at 6:30 p.m. and will be held at the office of the Southwest New Brunswick Service Commission, 33 Wall Street, St. Stephen, New Brunswick; and will be accessible to the public online through telecommunication technology.

8.3.4. Special meetings may be called by the Chairperson and may be at an alternative time and location than otherwise prescribed under Section 8.3.3. It shall be the duty of the Chairman to call a special meeting when requested to do so by a majority of the members of the Planning Review and Adjustment Committee.

8.3.5. Notice of special meetings shall be given by mail (or email) to the members. However, such notice may be given by phone when the Chairperson deems it urgent to meet within a period insufficient for the giving of notice by mail or email.

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8.3.6. Except as may otherwise be provided under this part, the Rules of Procedure for regular meetings shall also apply to special meetings.

8.3.7. All meetings of the Planning Review and Adjustment Committee including both discussions and voting shall be open to the public, except in circumstances where legal advice or instructions are being provided.

8.3.8. A quorum for the Planning Review and Adjustment Committee shall be a simple majority of the entire membership of this Committee and quorum must be achieved before a meeting of the Planning Review and Adjustment Committee begins.

8.3.9. Unless or otherwise specified, the Robert Rule of Order shall govern the proceedings of meetings of the Planning Review and Adjustment Committee.

8.4. Agenda establishment and decision-making

8.4.1. The Commission's planning staff shall prepare the agenda for the Planning Review and Adjustment Committee. The deadline for determining the items to be included on the regular meeting agenda of the Planning Review and Adjustment Committee shall be the second (2nd) Friday of the previous month.

8.4.2. The order of business shall be set out on the agenda, which shall be sent to the members of the Planning Advisory Committee on the Friday prior to the meeting. Members shall also be provided with the necessary staff reports relating to each item on the agenda. The Planning Review and Adjustment Committee may change the order of agenda items, but only by majority vote of the members present.

8.4.3. The agenda will be posted on the Commission's website once it is sent to the Planning Review and Adjustment Committee members and will also be available for the public at Commission's offices. Staff reports associated with each agenda item shall also be available to the public during regular office hours.

8.4.4. An item not on the agenda may be brought to the meeting by the Commission's planning staff but must be added to the agenda by majority vote of the Planning Review and Adjustment Committee members present. This practice should only be considered under exceptional circumstances as otherwise public access to consideration of the matter could be compromised.

8.4.5. Remarks by the members shall be addressed through the Chairperson and not more than one member shall speak at any one time.

8.4.6. The Chairperson shall adhere to the following process for each application to be review by the Planning Review and Adjustment Committee:

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8.4.6.1. The Chairperson will call the agenda item by identifying the name of the applicant and the address of the subject property.

8.4.6.2. Commission planning staff will provide a brief overview of the application including a summary of the staff recommendation.

8.4.7. The Chairperson shall invite the applicant to make a presentation to the Planning Review and Adjustment Committee in support of their application.

8.4.8. The Chairperson will then invite others present in the room (other than members of the Planning Review and Adjustment Committee and Commission planning staff) to speak in support of the application.

8.4.9. Any person wishing to speak in opposition to an application will be given an opportunity to address the Planning Review and Adjustment Committee although a group spokesperson is also considered appropriate.

8.4.10. The Chairperson will provide the applicant with an opportunity to respond to the issues raised by those speaking against the application.

8.4.11. The applicant as well as anyone wishing to speak either in support or in opposition to the application may be asked to limit their presentation to a specific time frame. No additional time shall be provided unless approved by a majority vote of the Planning Review and Adjustment Committee members present.

8.4.12. The Planning Review and Adjustment Committee members may question any person addressing the Committee.

8.4.13. Decisions on all items on the agenda of the Planning Review and Adjustment Committee shall be made by motion in open session and with the exception of the approval of the agenda and the minutes of the meetings, shall include reasons for the decisions.

8.4.14. All members shall vote on motions (other than those members who determine they are in a conflict of interest), including the Chairperson. In the case of a tie vote, the motion is lost.

8.4.15. The Planning Director shall designate an individual of their staff to serve as recording secretary of the Planning Review and Adjustment Committee.

8.4.16. The recording secretary shall keep notes on the Planning Review and Adjustment Committee's proceedings and record all motions and include movers, seconders and the disposition of each motion including the reasons provided by the Planning Review and Adjustment Committee for its decision.

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8.4.17. All decisions / advice shall be sent to the applicant in writing within five (5) working days of the meeting of the Planning Review and Adjustment Committee.

8.4.18. The minutes are to be made available to the public after they are approved by the Planning Review and Adjustment Committee.

8.4.19. Draft minutes are to be signed by the Director of Planning (or designate and the recording secretary. Approved minutes of the Planning Review and Adjustment Committee meetings are to be signed by the Chairperson.

8.5. Applications to the planning review and adjustment committee

8.5.1. The Planning Review and Adjustment Committee will only consider applications that are fully completed to the satisfaction of the Development Officer / Planning Director.

8.5.2. The applications within the jurisdiction of the Planning Review and Adjustment Committee received by the Commission's planning department shall be placed on the agenda with a report prepared under the direction of the Planning Director with a recommendation.

8.5.3. The applicant will be advised of the date proposed for the Planning Review and Adjustment Committee meeting and the availability of a staff report on the Friday - or 5 business days- prior to the meeting

8.5.4. An application which has been submitted to the Commission's Planning Department may be withdrawn at any time prior to the agenda being finalized.

8.5.5. After the agenda has been finalized, a request to withdraw an item submitted to the Planning Department shall be made by the person(s) making the original application (i.e., the proponent) in writing or in person to the Planning Director (or designate) and the item shall be removed from the agenda.

8.5.6. An application which has been referred to the Planning Review and Adjustment Committee by a local government can only be withdrawn with the consent of that local government. Such a request shall be conveyed in writing to the Planning Director or designate.

8.5.7. When an application has been received which seeks approval of a matter which has been denied by the Planning Review and Adjustment Committee within the last year, it will not be reconsidered by the Planning Review and Adjustment Committee unless the Planning Review and Adjustment Committee is of the opinion that there is new evidence or a change in conditions.

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8.6. Notice requirements for affected property owners

8.6.1. Property owners within one hundred (100) metres of a property in an incorporated area which is the subject of a variance application shall be notified by mail or personal delivery, of the meeting time, date, location of the meeting and nature of the application that will be considered. A wider range of notification may be considered if the application is considered to present conditions or ramifications which are broader than normal; such as, but not limited to, environmental impact.

8.6.2. Property owners within two hundred (200) metres of a property in an unincorporated area which is the subject of a variance application shall be notified by mail or personal delivery, of the meeting time, date, location of the meeting and nature of the application that will be considered. A wider range of notification may be considered if the application is considered to present conditions or ramifications which are broader than normal; such as, but not limited to, environmental impact.

8.6.3. The notice will indicate that their view can be made by any means of correspondence or in person before the Planning Review and Adjustment Committee at the meeting. All letters received will be public documents and they must be signed. The Planning Review and Adjustment Committee will not accept any unsigned letters.

8.6.4. The notice will be mailed or delivered at least ten (10) business days prior to the meeting date.

8.6.5. The notice will indicate that a staff report is available and where it can be viewed/obtained.

8.7. Reporting Requirements

8.7.1. Copies of the approved minutes of the meetings of the Planning Review and Adjustment Committee shall be provided to the Commission for information purposes and shall be posted on the Commission's web site.

8.7.2. Local government clerks and rural district managers shall be supplied with the decisions made by the Planning Review and Adjustment Committee that affect their respective communities, within five (5) business days of the meeting at which such decisions were made.
Notice of such decisions shall be signed by the staff member responsible for the case.

8.7.3. Annually, the Planning Review and Adjustment Committee shall submit a report to the Board which shall provide information regarding the applications it has reviewed and other advisory activities it has undertaken. This report shall be prepared by Commission planning staff and shall be signed by the Chairperson.

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8.8. Member attendance

8.8.1. In the event that a member of the Planning Review and Adjustment Committee is unable to attend a regular meeting of the Planning Review and Adjustment Committee, they shall notify the Planning Director (or designate) or the Chairperson.

8.8.2. Where a member misses three (3) consecutive regular meetings of the Planning Review and Adjustment Committee, the Chairperson shall advise the Board and the Board shall assess the situation and determine the appropriate steps to be taken with respect to this member's continued membership the Planning Review and Adjustment Committee.

8.9. Amendments

8.9.1. The Planning Review and Adjustment Committee and Commission Planning staff may make recommendations to the Board for amendments to the Planning Review and Adjustment Committee By-law.

8.9.2. The Board shall determine, in consultation with Commission planning staff and the Planning Review and Adjustment Committee members, the changes to be made to this by-law.

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APPENDIX 1(A) - ROLE OF THE PLANNING REVIEW AND ADJUSTMENT COMMITTEE

The Planning Review and Adjustment Committee performs both a decision-making (adjustment) and an advisory role on behalf of communities. The role of the Planning Review and Adjustment Committee is critical to the ongoing administration and review of land use plans (local and rural) and of zoning bylaws and the decisions made by this Committee can have significant impacts on how development occurs within a community. As such, the role and proper functioning of the Planning Review and Adjustment Committee must be given due care and attention in both its establishment and in its ongoing work. The functions of this type of committee are identified in various sections of the Community Planning Act. The following table highlights these functions and the corresponding references to the Community Planning Act, which are delegated to the Planning Review and Adjustment Committee by the Southwest New Brunswick Service Commission.

Functions	Reference to CPA
<ul style="list-style-type: none"> • Make recommendations to Council on the laying out of public or future streets 	77 (1)
<ul style="list-style-type: none"> • Provide an opinion as to whether a site is unsuitable for a proposed purpose by virtue of its soil or topography 	53 (2) h
<ul style="list-style-type: none"> • Permit a prohibited development for a temporary period. 	53(2) (i)
<ul style="list-style-type: none"> • Impose terms & conditions for a particular purpose if permitted by the zoning by-law. 	53(4)
<ul style="list-style-type: none"> • Permit, subject to terms & conditions, a proposed use if such use is sufficiently similar to or compatible with a permitted use. 	55(1) (a)
<ul style="list-style-type: none"> • Permit such reasonable variance from the requirements of the zoning by-law. 	55(1) (b)
Responsibility	Reference to CPA
<ul style="list-style-type: none"> • Permit a non-conforming use to continue beyond the ten-month period 	60(2) (a)
<ul style="list-style-type: none"> • Permit a structure to be repaired or restored if it has non-conforming rights and destroyed more than 50% 	60(2)(b)
<ul style="list-style-type: none"> • Provide consent for a non-conforming use to extend into a portion of a structure that was constructed after the by-law is in effect 	60(3)
<ul style="list-style-type: none"> • Provide consent for a non-conforming use to be changed to a similar non-conforming use. 	60(4)
<ul style="list-style-type: none"> • Approve such access other than a public street that they feel is advisable for the development of land. 	75(1) (c) (ii)

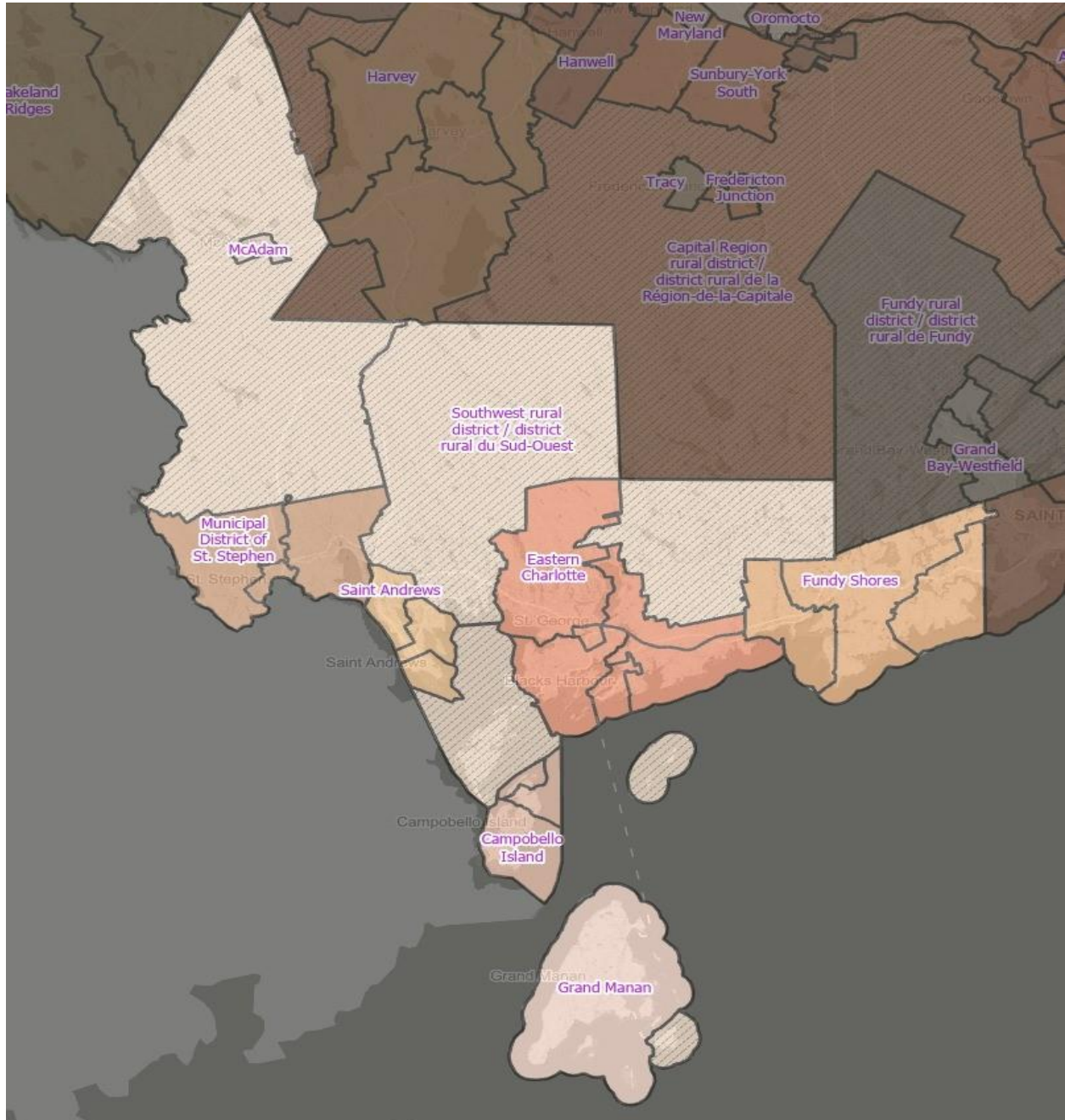
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<ul style="list-style-type: none"> • Provide an opinion whether land is suited for the purpose intended. 	75(1)(k)(i)
<ul style="list-style-type: none"> • Provide their opinion as to whether a proposed manner of subdividing prejudices the convenient subdivision of adjoining land. 	75(1)(k)(ii)
<ul style="list-style-type: none"> • Approval of the naming of streets if given authority in the subdivision by-law. 	75(1)(l)
<ul style="list-style-type: none"> • Permit such reasonable variance from the requirements of the subdivision by-law. 	78(1)(a)(b)(c)
<ul style="list-style-type: none"> • May give notice to owners of land in the neighborhood of the proposed subdivision in which a variance has been requested. 	78(3)(a)(b)(c)
<ul style="list-style-type: none"> • Refuse to grant an exemption from subdivision by-law. 	80(2)(a)(b)
<ul style="list-style-type: none"> • Consultation on the approval of the names of streets in a subdivision. 	84(7)
<ul style="list-style-type: none"> • Recommend the location of public streets or lands for public purposes shown in a subdivision plan. 	88(4)(a)(b)
<ul style="list-style-type: none"> • Provide its views on any proposed by-law if not previously given. 	110(1)(a)(b)

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APPENDIX 1(B) - MAP AND LISTING OF COMMUNITIES COVERED BY THE PLANNING REVIEW AND ADJUSTMENT COMMITTEE

- Rural District of Southwest New Brunswick
- Rural Community of Campobello
- Eastern Charlotte
- Fundy Shores
- St Stephen
- McAdam



APPENDIX 2

STATEMENT OF DISCLOSURE

Southwest New Brunswick Service Commission

**Southwest New Brunswick Service Commission
Statement of Disclosure**

Name: _____ Date: _____

I affirm the following:

I have received and read the procedural By-Law for Southwest New Brunswick Service Commission, specifically those provisions related to Conflict of Interest, and agree to comply with all provisions of the By-Law.

Disclosures:

Do you have, do you expect to have or did you in the past have a financial interest, including a compensation arrangement, with any entities with whom the Southwest New Brunswick Service Commission contracts (including vendors, consultants or other parties)? YES NO

If yes, please describe:

Do you have, do you expect to have or did you in the past have a non-financial interest that could lead a reasonable observer to believe that a conflict of interest may be present? YES NO

If yes, please describe:

Signature of Declarant

Date

Signature of Witness

Date

APPENDIX 3

RENUMERATION

Southwest New Brunswick Service Commission

Remuneration Chart:

Meal and Mileage Remuneration for Board Meetings and Committee Meeting Participation is based off the current PNB rates for that given year.

- Mileage is total to and from the meeting.
- Meals are as appropriate to travel time and distance.

Table 1	Director's Board Meeting Remuneration:	Per Diem:
	Chairperson of the Board	\$180.00/meeting
	Member of the Board	\$150.00/meeting

Table 2	Committee Member Remuneration	Per Diem:
	Board Members	\$80.00/meeting
	Non-Board Members	\$80.00/meeting
	Financial/Executive Required	\$80.00/meeting
	PRAC	Same as Table 1