

## BY - LAW NUMBER 95

### A BY-LAW FOR CONDUCTING THE WINDSOR UTILITIES COMMISSION AND ITS COMMITTEES' MEETINGS AND FOR GOVERNING THE CONDUCT OF ITS MEMBERS

Passed the 29<sup>th</sup> day of November, 2023.

WHEREAS the *Municipal Act, 2001, S.O. 2001, c. 25 section 238 as amended* requires every local board of a municipality to adopt a procedural by-law governing the calling, place and proceedings of meetings;

AND WHEREAS the Windsor Utilities Commission is a local board of the Corporation of the City of Windsor;

THEREFORE the Windsor Utilities Commission enacts as follows:

#### A. CONSISTENCY WITH THE CORPORATION OF THE CITY OF WINDSOR'S PROCEDURES

1. The Windsor Utilities Commission ("WUC" or the "Commission") and any of its Committees shall use meeting procedures that are:
  - (i) compliant with the *Municipal Act, 2001*, (the "Act");
  - (ii) consistent, with necessary modifications, with the procedures of the Corporation of the City of Windsor (the "City").
2. Any gaps in these procedures and in the Commissioners' conduct requirements may be filled by using the City's procedures and conduct requirements.

#### B. ANNUAL GENERAL MEETING AND OTHER MEETINGS

3. WUC shall hold its annual general meeting no later than April 30<sup>th</sup> of each year at the EnWin offices, or as soon thereafter, and at such other location as WUC considers reasonable. WUC shall hold its first regular meeting immediately following the annual general meeting. Subsequent regular meeting dates shall be scheduled by resolution on an annual basis.
4. During the WUC annual general meeting the WUC Commissioners shall:
  - (i) elect a Chair and Vice-Chair;
  - (ii) elect a Chair and the members of each standing or ad hoc Committee;

(iii) for the purposes of the *Municipal Freedom of Information and Protection of Privacy Act*, shall appoint an EnWin employee to act as Head.

5. The Commissioners may elect a Chair and members of any standing or ad hoc WUC Committees at any time.

6. The Chair, or in the Chair's absence the Vice-Chair, shall call the annual general meeting, and the Commissioners may elect from among themselves a temporary Chair to preside over the annual general meeting.

7. An EnWin employee appointed by the Chair shall attend all WUC meetings and shall record the meeting minutes.

8. If the Chair and Vice-Chair are for any reason both absent or unavailable to chair the same meeting, the Commissioners may elect a temporary chair for the duration of the absence.

9. The Commissioner chairing a WUC meeting shall decide all procedural questions, and, if asked to do so, shall explain the rule or procedural principle on which that procedural decision is based. The Commission may, by a two thirds (2/3) vote of Commissioners present at a meeting, temporarily waive the application of any applicable rule or procedural principle, or may overrule a procedural ruling of the person chairing the meeting.

10. a) A quorum at WUC meetings shall be a majority of the Commissioners present, such quorum defined as fifty one percent (51%). No business shall be transacted unless a quorum is present. A Commissioner who participates in a Commission or Committee meeting from a remote location by such electronic means or eservices as determined and provided by ENWIN's Corporate Secretary, had the same rights and responsibilities as if he or she were in physical attendance, including that they shall count towards a quorum of members, shall be permitted to vote on motions and participate in any portion of a meeting which is closed to the public.

b) Any member of WUC who wishes to participate in a meeting electronically shall provide the ENWIN Corporate Secretary a minimum of 24 hours' notice where possible;

c) Each Commissioner participating in a meeting electronically shall be available at least fifteen (15) minutes before the beginning of the meeting to assist staff in establishing the electronic connection;

d) Each Commissioner participating in a meeting electronically will mute his or her electronic device when he or she is not speaking;

e) The Chair will canvass Commissioners participating electronically about their intention to speak to a matter on the floor and will notify each Commissioner when it is his or her turn to speak;

f) If there is participation via electronic means, at the discretion of the Chair, voting may occur via the "recorded vote" process;

g) Commissioners participating electronically will be deemed to have left the meeting when they are no longer electronically connected to the meeting;

h) Electronic participation would be permitted for Commission and Committee meetings;

i) ENWIN's Corporate Secretary, or designate, shall be required to convene and control the technology in any meeting where electronic participation takes place.

11. If a meeting with a quorum loses that quorum because one or more Commissioners declare a conflict of interest in any matter that is under consideration, fifty one percent (51%) of the remaining Commissioners shall constitute a quorum.

12. As soon after the time fixed for the meeting as there is a quorum present, the Chair shall call the meeting to order. If a quorum is not present within twenty (20) minutes after the time fixed for the meeting, the EnWin employee taking the minutes shall record the names of the Commissioners then present and the meeting shall stand adjourned until the next regularly called meeting.

13. If a quorum is present and if the Chair does not attend within five (5) minutes after the time fixed for the meeting, the Vice-Chair shall preside. If the Vice-Chair is also absent, the Commissioners present shall elect a temporary chair to preside until the Chair or Vice-Chair arrive.

14. The Chair may call a special meeting whenever the Chair may consider it necessary, or, at the request in writing of three or more Commissioners. If three or more Commissioners make such a request the Chair shall call a special meeting to be held within ten (10) business days, or sooner if three or more Commissioners so request.

15. The EnWin employee appointed for this purpose shall give written notice of every special meeting to all of the Commissioners. Except in case of an emergency such notice shall be provided via email at least forty-eight (48) hours before the meeting is to be held. In case of emergency the meeting may be held on shorter notice, to be provided by telephone call, text messaging or any other effective means.

16. Except in case of an emergency the Commission shall not decide any matter at a special meeting unless the matter has been described on the agenda for the meeting with reasonable particularity. In case of emergency the Commissioners present at the meeting, if there is a quorum, may waive the agenda requirement.

17. The EnWin employee appointed for this purpose shall distribute the minutes of the last regular meeting and all subsequent special meetings to the Commissioners in the next proceeding Commission agenda package.

## **C. OPEN AND CLOSED MEETING PROCEDURES**

18. All meetings of the Commission or of any of its Committees shall be open to the public unless they may be closed to the public as permitted or required by the applicable provisions of Section 239 of the Act or of another statute of Ontario or Canada

## **D. DELEGATIONS**

19. Any person or group who wishes to appear before the Commission at an open meeting shall submit a written request, including details for the matter for discussion, to the EnWin employee appointed for the purpose by 4:00 p.m. two (2) business days before meeting to be listed as a delegation. The Commissioner chairing the meeting has the discretion to determine whether a delegation being presented is relevant, and may terminate the presentation prior to its conclusion if it is irrelevant or otherwise inappropriate.

20. A delegation that is listed for presentation may submit a written brief of no more than 10 pages to the EnWin employee appointed for the purpose one (1) business days prior to the Commission meeting. This brief may be copied and distributed at the meeting as "Delegation: Submissions to the Commission". A delegation's written brief shall include a recommendation for any action proposed to be taken unless the brief is for information only.

21. A delegation shall be limited to speaking only once, and for a maximum of five minutes. For further clarity, a delegation may choose to address more than one agenda item, but within the five (5) minute time limit. In special circumstances the Commissioners may grant a further five minute extension by a majority vote. WUC may limit the maximum number of delegation presentations to six at any Commission meeting.

22. A delegation may use audiovisual equipment in its presentation, provided permission has been obtained for its use as part of the application for delegation status.

23. The Chair may curtail the oral presentation of any delegation for any breach of this By-Law and, if the Chair rules that the delegation shall immediately conclude its presentation any person making the presentation shall immediately withdraw from the delegation table. The decision of the Chair shall be final and binding.

24. Delegations shall not:

- (a) speak disrespectfully of any person;
- (b) debate with other delegations, Commissioners or the Chair.
- (c) use offensive language;
- (d) present material on any subject other than the subject for which they have received approval to address the Commission;

(e) disobey a decision of the Chair.

25. After a delegation has completed its presentation Commissioners may ask questions for clarification and to obtain additional, relevant information. Commissioners shall not criticize, debate or otherwise prolong the duration of the presentation.

#### **E. MEETING AGENDAS**

26. Five (5) business days before each open meeting, the EnWin employee appointed for that purpose shall prepare an agenda for the meeting. Any proposed changes to the agenda shall be at the discretion of the Chair.

27. Five (5) business days before each closed meeting, the EnWin employee appointed for that purpose shall prepare an agenda for the meeting. The description of agenda items shall be brief, and worded so as not to give away the confidentiality of the subject matter.

28. The EnWin employee appointed for that purpose shall deliver the agenda for an open meeting to each Commissioner via email not later than five (5) business days before the day of the meeting. The meeting agenda shall be deemed to be published when it is posted to the website five (5) business days before the day of the meeting.

#### **F. MOTIONS**

29. Every resolution or by-law to be considered for passage shall be presented by means of a motion. The mover of the motion shall read its text to the other Commissioners. If the motion is seconded by another Commissioner it shall be open for discussion. The mover may make introductory remarks, and all Commissioners may address the motion.

30. If the motion is complex, the Chair may require the mover to provide a written copy before the motion is presented for consideration.

31. A motion may be withdrawn at any time with the consent of the majority of the Commissioners present.

32. Every motion shall be voted upon by a show of hands. Unless otherwise required by a By-Law, all motions shall be determined by a simple majority of the votes. Any Commissioner who votes against a motion may, upon request, have his or her negative vote recorded in the minutes.

33. All motions receiving an equality of positive and negative votes shall be deemed to have been defeated, but the Commissioner chairing the meeting at the time of that vote may, if he or she has not yet voted, vote to break the tie.

34. No Commissioner, without leave of the other Commissioners present, may speak to the same question or in reply for longer than five minutes.

35. After the Chair has put the motion to a vote, no Commissioner may speak to the motion or make any other motion until after the result of the vote has been declared. The Chair's decision on whether the motion has been put to a vote shall be final and binding.

36. After the vote on any motion, any Commissioner who voted in the majority may at a subsequent meeting give notice of a motion for reconsideration, but unless the motion to reconsider is approved there shall be no discussion of the issue that is the subject of the proposed reconsideration. No motion previously voted upon shall be reconsidered more than once in a period of twelve months after the original motion was decided.

37. Whenever a Commissioner raises a point of order or an issue of personal privilege it shall be considered immediately. The Commissioner chairing the meeting at the time shall immediately suspend any other discussion until the point of order or issue of personal privilege has been determined.

38. If more than one Commissioner desires to speak at the same time, the Commissioner chairing the meeting at that time shall determine the speaking order.

#### **G. CONFLICT OF INTEREST**

39. Every Commissioner shall follow the City's conflict of interest policy, as may be amended from time to time.

#### **H. CONFIDENTIALITY**

40. All written materials provided to Commissioners for in-camera sessions are confidential and shall be kept strictly confidential until (i) disclosed in an open meeting of the Commission or (ii) announced after the meeting by the Commissioner chairing the meeting.

41. Despite section 43, the Commissioners may by motion approve the release of written materials prepared for or used at a closed meeting if they consider it necessary for the purpose of public disclosure.

42. All Commissioners shall keep strictly confidential the nature and content of business dealt with in closed sessions, whether by written materials or oral discussion. Any announcement to the public to be made after the closed meeting shall only be made by a person authorized by a motion to do so.

43. Despite any announcement to the public, every Commissioner's duty of confidentiality regarding the written materials distributed for, and the discussions which took place in the closed meeting shall continue after that announcement.

44. Upon appointment, each Commissioner shall sign a memorandum undertaking to comply fully with the applicable policies governing Conflict of Interest and Confidentiality.

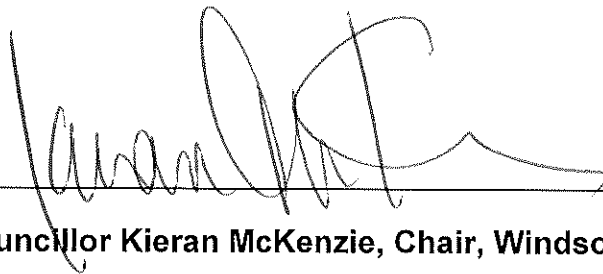
**I. RESCIND BY-LAW NO. 93 AND BY-LAW NO. 93A-2020**

45. Previous procedural By-Law No. 93 and amending By-law 93A-2020 be rescinded immediately upon this By-Law being adopted and taking effect.

Read for a 1<sup>st</sup> time: November 29, 2023

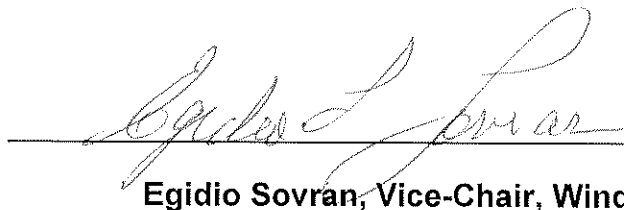
Read for a 2<sup>nd</sup> time: November 29, 2023

Read for a 3<sup>rd</sup> time and finally passed: November 29, 2023



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**Councillor Kieran McKenzie, Chair, Windsor Utilities Commission**



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**Egidio Sovran, Vice-Chair, Windsor Utilities Commission**