

Ottawa Investment Board Procedure By-law

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APPLICATION

1. This By-law applies to all meetings of the Ottawa Investment Board.
2. The proceedings of the Ottawa Investment Board and the conduct of their members and the calling of meetings shall be governed by the provisions of the rules and regulations contained in this By-law. In cases not provided for in this By-law, the Rules of Procedure for City Council, as they apply to its Standing Committees, shall be followed for governing the proceedings of the Ottawa Investment Board and the conduct of its members.
3. Despite Section 2, the rules and regulations contained in this By-law may be suspended by a vote of three-quarters of the members present and voting.

DEFINITIONS

4. In this By-law,

“Delegate” means the Deputy Treasurer, as set out under the *Municipal Act, 2001* and By-law No. 2014-436, as amended. Any reference to the Chair in this document shall also include their Delegate, where appointed by the Chair to act on their behalf as Chair of the Ottawa Investment Board.

“Improper conduct” means conduct that obstructs in any way the deliberations and/or proper action of the Board, and includes but is not limited to conduct that negatively affects the observance of order and decorum among Members and the attending public, as well as examples of unreasonable behaviour/incidents set out in the City of Ottawa’s Public Conduct Policy and/or Corporate Trespass to Property – Procedures.

FREQUENCY OF MEETINGS

5. The Board shall meet at least twice per year.

PLACE OF MEETINGS

6. The Board shall hold its meetings at Ottawa City Hall or at such other place as is specified in the agenda. Virtual meetings may be an alternative option, with concurrence of the Chair, when in-person meetings cannot be accommodated.

CALLING OF MEETINGS

7. Regular Meetings of the Board shall be called by the Chair or their Delegate
8. Special Meetings of the Board shall be called by the Chair and may not be called by the Delegate.

NOTICE OF MEETINGS

9. The Secretary, or their designate, shall provide written notice of a Regular Meeting to Members at least one month in advance, and distribute an agenda and copies of any material to be considered at a Regular Meeting to each Member of the Board at least seven business days prior to the meeting.
10. The Secretary, or their designate, shall provide written notice of a Special Meeting and distribute an agenda and copies of any material to be considered at a Special Meeting to each Member of the Board at least six hours prior to the meeting.
11. On urgent and extraordinary occasions, an Emergency Special Meeting of the Ottawa Investment Board may be called by the Chair without notice to consider and deal with such urgent and extraordinary matters.

PUBLIC NOTICE OF MEETINGS

12. Public notice of a Regular Meeting shall be given by means of posting a notice on the City of Ottawa's agendas and minutes web portal at least seven business days prior to the meeting.
13. Public notice of a Special Meeting shall be given, at least three hours prior to the meeting, by a public service announcement.
14. Public notice of an Emergency Special Meeting shall be given by public service announcement as soon as feasible, and by posting the agenda to the City of Ottawa's agendas and minutes web portal as soon as feasible.

QUORUM

15. A quorum shall consist of at least three Members.
16. In the absence of the Chair for a period of fifteen minutes after the appointed time of the Meeting, if a quorum is present, the Board shall appoint one of the other Members as Acting Board Chair to preside and shall discharge the duties of the Chair during the Meeting, or until the arrival of the Board Chair.

ELECTRONIC PARTICIPATION

17. With the concurrence of the Chair, Members may vote and participate electronically in meetings while such remote participation is permitted under the *Municipal Act, 2001*, as amended, or other provincial statute, and in accordance with the following parameters:
- a. Any Member participating electronically may be counted in determining whether or not a quorum of Members is present at any point in time, as permitted by statute.
 - b. A Member shall be permitted to participate electronically in a meeting which is closed to the public, as permitted by statute.
 - c. Electronic participation may be conducted by way of telephone, video conferencing software or other electronic means, following instructions provided by the Secretary, or their designate, in order to ensure that the meeting may proceed in the most transparent and successful manner under the circumstances.
 - d. Subject to the above-noted parameters, a Member who participates electronically shall have the same rights and responsibilities as if they were in physical attendance, including the right to vote.
18. The means of electronic participation shall be communicated to Members and the public in advance of the Meeting, including the process for Members of the public to participate electronically in Board meetings by means of written or oral submission.

VOTING

19. Each Member shall have one vote. Motions shall be carried by majority vote. In the event of a tie vote the motion shall be deemed to have failed.

MEETINGS OPEN TO PUBLIC

20. Subject to other provisions in this By-law, all meetings of the Board shall be open to the public and no person shall be excluded therefrom except for improper conduct.
21. The Board may receive representations (delegations) from the public on an agenda item, subject to the following requirements:
- a. No person, without leave of the Board, shall speak for longer than five minutes on the item;
 - b. Delegates shall register to speak to the item, by contacting the Secretary or their designate at the coordinates indicated on the Agenda, in accordance with the timelines set out on the Agenda;
 - c. Representations must relate to the item.

22. The Chair may expel or exclude from any meeting any person who has engaged in improper conduct at the meeting if the Chair is satisfied that evidence exists to support expulsion or exclusion and states the reason for the expulsion or exclusion.
23. The expulsion or exclusion of a person for improper conduct shall be recorded in the meeting minutes.
24. The Board may, by resolution, close a meeting or part of a meeting to members of the public if the subject matter to be considered is,
 - a. The security of the property of the Board or the City;
 - b. Personal matters about an identifiable individual, including Board employees;
 - c. A proposed or pending acquisition or disposition of land by the Board;
 - d. Labour relations or employee negotiations;
 - e. Litigation or potential litigation, including matters before administrative tribunals, affecting the Board or the City;
 - f. Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - g. A matter in respect of which a council, board, committee or other body may hold a closed meeting under another Act;
 - h. Information explicitly supplied in confidence to the Board by Canada, a province or territory or a Crown agency of any of them;
 - i. A trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the Board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
 - j. A trade secret or scientific, technical, commercial or financial information that belongs to the Board or the City and has monetary value or potential monetary value; or
 - k. A position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Board.
25. The Board shall, by resolution, close a meeting or part of a meeting to members of the public if the subject matter to be considered is,
 - a. A request under the Municipal Freedom of Information and Protection of Privacy Act; or
 - b. An ongoing investigation respecting the Board by the Ombudsman appointed under the *Ombudsman Act*, an Ombudsman referred to in Subsection 223.13 (1) of the *Municipal Act, 2001*, or the City of Ottawa's Meetings Investigator (Integrity Commissioner of the City of Ottawa).

26. A meeting of the Board may be closed to members of the public, by resolution, if the following conditions are both satisfied:
- a. The meeting is held for the purpose of educating or training the Members; and
 - b. At the meeting, no Member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Board.
27. A motion to close a meeting or part of a meeting to the public, other than for the purpose of educating or training the Members, shall state:
- a. The fact of the holding of the closed meeting; and
 - b. The general nature of the matter to be considered at the closed meeting by reference to the specific issue to be considered at the closed meeting.
28. A motion to close a meeting or part of a meeting to the public for the purpose of educating or training the Members, shall state:
- a. The fact of the holding of the closed meeting;
 - b. The general nature of the subject-matter to be considered at the closed meeting; and
 - c. That the meeting is to be closed under Section 27 of this By-law and Subsection 238(3.1) of the *Municipal Act, 2001*.
29. Where a meeting or part of a meeting is closed to the public, all persons not specifically invited to remain by the Chair shall leave the meeting room.
30. A vote shall not be taken during a meeting or part of a meeting that is closed to the public where to do so would be in contravention of any Act.
31. All reports intended to be considered in a closed meeting shall indicate either the reporting out date being a date the report can be made public or a legal opinion indicating why the report cannot be made public:
- a. The reporting out date or the legal opinion, as the case may be, shall be listed in the disposition of the report and listed in the minutes of the Board meeting; and
 - b. Upon the passing of the reporting out date, the report shall be made accessible to the public through disclosure with the minutes of the relevant meeting on the City of Ottawa website.
32. Upon resuming in open session, the Chair shall state:
- a. The matters which were considered; and
 - b. Confirmation that no motions were carried *in camera* other than procedural motions or directions to staff.

33. Where the Secretary, or their designate, in the course of preparing an agenda for a Board meeting, is of the opinion that all, or part of, the meeting may occur in closed session, the Secretary, or their designate, shall provide a written notice of same to the City of Ottawa's Meetings Investigator prior to the agenda's publication or as soon as possible thereafter if the item is to be added at the meeting by way of motion.

AGENDAS

34. An agenda listing the items for consideration shall be prepared and distributed in advance of each meeting of the Board and meeting of Members in accordance with the notice requirements set out in this by-law.

35. Subject to any further requirements set out in this by-law, the agenda shall include, but not be limited to, the following headings:

- a. Adoption of agenda;
- b. Adoption of minutes of the last meeting;
- c. Declarations of pecuniary interest including those arising from prior meetings;
- d. Reports; and
- e. Adjournment.

36. Presentations, items for discussion and staff-proposed motions without supporting reports may be included on the agenda and shall be in order for consideration at the meeting.

37. Any item not listed on the agenda shall require a majority vote of the Members present to add the item to the agenda. Presentations, items for discussion, and staff-proposed motions without supporting reports may be added to the agenda pursuant to this Section.

MINUTES

38. Minutes of every meeting of the Board and meeting of Members shall record:

- a. The place, date and time of meeting;
- b. The names of the presiding officer or officers and the record of the attendance of the Members;
- c. The correction (if any) and confirmation of the minutes of prior meetings;
- d. Declarations of interest;
- e. The motions considered and votes taken by the Board; and
- f. All the other proceedings of the meeting without note or comment.

39. *In camera* meeting minutes shall record:

- a. Where the meeting took place;
- b. When the meeting started and adjourned;
- c. Who chaired the meeting;
- d. Who was in attendance, including the identity of the Secretary/designated official responsible for recording the meeting;
- e. Whether any participants left or arrived while the meeting was in progress and if so, at what time this occurred;
- f. A detailed description of the substantive and procedural matters discussed, including specific reference to any documents considered;
- g. Any motions, including who introduced the motion and seconders; and
- h. All votes taken, and all directions given.

40. The Secretary, or their designate, shall attend each meeting and record the written minutes of each meeting and distribute such minutes to each Member within two weeks following the meeting. Each Member shall review the minutes to ensure that they are complete and accurate. At the next meeting, the minutes will be amended, if necessary, and approved by the Board.

41. If the minutes have been delivered to Members prior to the meeting at which they are to be confirmed, then the minutes shall not be read, and a resolution that the minutes be confirmed shall be in order.

42. After the minutes have been confirmed, they shall be signed by the Chair and by the Secretary or their designate who attended the meeting.

43. The Secretary shall retain a copy of the approved minutes from each meeting in accordance with the City of Ottawa's Records Management Policy. Meeting minutes shall be posted to the City's agendas and minutes web portal.

DUTIES OF THE CHAIR

44. It shall be the duty of the Chair:

- a. To open the meeting of the Board by taking the chair and calling the Members to order;
- b. To announce the business before the Board and the order in which it is to be acted upon;
- c. To receive and submit, in the proper manner, all motions presented by the Members;
- d. To put to a vote all motions that are moved or necessarily arise in the course of the proceedings, and to announce the result;
- e. To vote on all matters that are moved or necessarily arise in the course of the proceedings;

- f. To decline to put to a vote motions which infringe upon the Rules of Procedure;
- g. To enforce the Rules of Procedure;
- h. To restrain the Members, when engaged in debate, within the Rules of Procedure;
- i. To enforce on all occasions, the observance of order and decorum among the Members;
- j. To call by name any Member persisting in a breach of the Rules of Procedure and order the Member to vacate the meeting room;
- k. To permit questions to be asked through the Chair of any officer of the Board in order to provide information to assist any debate when the Chair deems it proper;
- l. To provide information to Members on any matter touching on the business of the Board;
- m. To receive all communications and announce them to the Board;
- n. To authenticate, by signature, all minutes of the Board;
- o. To rule on any points of order raised by Members;
- p. To inform the Members of the proper procedure to be followed;
- q. Where it is not possible to maintain order, the Chair may, without any motion being put, adjourn the meeting to a time to be named by the Chair; and
- r. To adjourn the meeting when the business is concluded.

CONDUCT OF MEMBERS

45. Members of the Board shall conduct themselves in Board meetings in a professional manner that is respectful of fellow Members, staff and the attending public.

46. No Member shall:

- a. Speak disrespectfully of the Reigning Sovereign, or of any Member of the Royal Family, or of the Governor General or the Lieutenant-Governor of any province, or of a fellow Member or staff;
- b. Use offensive words or unparliamentary language;
- c. Speak on any subject other than the subject in debate;
- d. Where a matter has been discussed *in camera*, and where the matter remains confidential, disclose the content of the matter or the substance of the deliberations of the *in camera* meeting; or
- e. Disobey the Rules of Procedure, or a decision of the Chair or of the Board on questions of order or practice or upon the interpretation of the Rules of Procedure.

CONSISTENCY WITH LEGISLATION

47. If there shall exist any conflict between any provision contained in this by-law and any such provision of provincial statute, including the *Municipal Act, 2001*, the latter shall prevail and the provision or provisions herein affected shall be curtailed, limited or eliminated to the extent (but only to the extent) necessary to remove such conflict, and as so modified this by-law shall remain in full force and effect.