



District of Sault Ste. Marie

Social Services Administration Board

Conseil d'Administration des Services du District Sault Ste. Marie Zhawenimi
Anokiitaagewin

Procedural By-laws

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District of Sault Ste. Marie

Social Services Administration Board

A By-law relating to the transaction of the business and affairs of the District of Sault Ste. Marie Social Services Administration Board (DSSMSSAB) herein referred to as “the Corporation”.

Part 1: Definitions

1.1 Definitions:

“**Act**” means the District Social Services Administration Board Act, R.S.O. 1990, as may be amended;

“**Board**” or “**Board of directors**” means the Board of the DSSMSSAB;

“**Board area**” means the geographic area within which the Board may exercise its jurisdiction;

“**Board Member**” means a person who is a member of the Board appointed by a municipality or elected within an electoral area;

“**Board Meeting**” means a general or special meeting of Board members;

“**By-law**” means this by-law;

“**CEO**” or “**Chief Executive Officer**” means the Chief Executive Officer of the DSSMSSAB;

“**Chair**” means the Chairperson of the meeting; the Chairperson of the Board;

“**Committee**” means a committee appointed by the Board;

“**Committee Chairperson**” means Chairperson of a committee of the Board;

“**Committee of the Whole**” means the members of the Board present at a meeting sitting in Committee;

“**Corporation**” means the District of Sault Ste. Marie Social Services Administration board, a Corporation established under Section 3 (3) of the *District Social Services Administration Board Act*

“**DSSAB**” means a District Social Services Administration Board;

“DSSMSSAB” means the District of Sault Ste. Marie Social Services Administration Board;

“Elector of electoral area” means a person who is a permanent resident of, or an owner or tenant of property in, or the spouse of an owner or tenant in, an unincorporated area, who is a Canadian citizen and is at least 18 years of age;

“Electoral area” means an electoral area established for the purposes of representation of the residents of the unincorporated areas/territories without municipal organization (TWOMO) within the Board area;

“Meeting” means any regular, special, committee, sub-committee, or other meeting of the Board or Advisory Body, as the case may be;

“Member” means a Member of the Board or of a Committee;

“MFIPPA” means the Municipal Freedom of Information and Protection of Privacy Act;

“Ministry of Community and Social Services” means the lead agency of District Social Services Administration Boards in the Province of Ontario;

“Municipality” means any incorporated municipality, city, town, village or township within the Board area of the DSSMSSAB;

“Officers” means the Chair, Vice-Chair and Corporate Secretary-Treasurer of the Board;

“Presiding Officer” means a person appointed by the Members present at a Board meeting in the event the Chair is not in attendance within fifteen (15) minutes after the hour appointed for the Board meeting and the Vice-Chair is not in attendance; or unable or unwilling to preside, or in the event the Chair declares a conflict of interest with the subject matter in the meeting;

“Recorded Vote” means the recording of the name and vote of every Member present on any matter or question;

“Recording Secretary” means a person designated by the Chief Administrative Officer to record the minutes of a meeting of the Board or Committee;

“TWOMO” means territory without municipal organization and refers to electoral areas;

“Vice-Chair” means a member of the Board duly elected by a majority of Board members to act as Vice-Chair of the Board.

Part 2: Corporate Status

2.1 Corporate Status: The District of Sault Ste. Marie Social Services Administration

Board is a Corporation, as established by the District Social Services Administration Boards Act. The number of Board members, the areas they represent, and the manner and term of their appointment/election are prescribed in the Regulations of the Act.

Part 3: Head Office

- 3.1 The Head Office of the Corporation shall be in the City of Sault Ste. Marie and at such place therein as the Directors may from time to time determine.

Part 4: DSSMSSAB Area

- 4.1 **Jurisdiction:** The jurisdictional area of the DSSMSSAB consists of The Corporation of the City of Sault Ste. Marie, The Corporation of the Township of Prince and the territory without municipal organization (TWOMO) that is within the planning area for the Sault North Planning Board, as prescribed within *Ontario Regulation 278/98 Schedule 5.1*.
- 4.2 **Electoral Areas:** The electoral areas of the DSSMSSAB include all the areas noted under 8.1 Jurisdiction and are divided into the following three areas:
- (a) Area 1 is the area of jurisdiction of The Corporation of the City of Sault Ste. Marie;
 - (b) Area 2 is the area of jurisdiction of The Corporation of the Township of Prince;
 - (c) Area 3 is the territory without municipal organization (TWOMO) that is within the planning area for the Sault North Planning Board consisting of the following townships:
 - a. Anderson
 - b. Archibald
 - c. Aweres
 - d. Dennis
 - e. Deroche
 - f. Duncan
 - g. Fenwick
 - h. Fisher
 - i. Gaudette
 - j. Havilland
 - k. Herrick
 - l. Hodgins
 - m. Home
 - n. Jarvis
 - o. Kars
 - p. Kincaid
 - q. LaVerendrye

- r. Ley
- s. Marn
- t. Nicolet
- u. Palmer
- v. Peever
- w. Pennefather
- x. Rix
- y. Ryan
- z. Shields
- aa. Slater
- bb. Smilsky
- cc. Tilley
- dd. Tupper
- ee. Vankoughnet

Part 5: Role of the Board

The role of the Board is to provide overall governance responsibility in order to be accountable for and to carry out the duties of the Board including:

- 5.1 To represent the public and to consider the well-being of all the member municipalities and Territories Without Municipal Organization (TWOMOs)
- 5.2 To develop and abide by the policies and programs of the Board
- 5.3 To determine which services the Board provides
- 5.4 To ensure that administrative practices and procedures are in place to implement the decisions of the Board
- 5.5 To maintain the financial integrity of the Board
- 5.6 To carry out the duties of the Board under the District Social Services Administration Boards Act, the Ontario Works Act, the Child Care and Early Years Act, 2014, the Housing Services Act, 2011, the Ambulance Act and the related regulations or any Act as required including the legislation of the Ministry of Health and Long Term Care where applicable.
- 5.7 To ensure open communication channels with provincial government Ministries and all Federal departments.

Part 6: Role of Employees and/or Contracted Service Providers

- 6.1 To implement the Board's decisions and establish administrative practices and procedures to carry out the Board's decisions.

- 6.2 To undertake research and provide advice to the Board on the policies and programs of the Board.
- 6.3 To carry out the duties required under the DSSAB Act or any Act and other duties as assigned by the Board.

Part 7: Powers of the Board

The affairs of the corporation shall be managed by the Board.

The Board members on behalf of the corporation exercise all the powers that the corporation may legally exercise unless restricted by law. These powers include, but are not limited to, the power:

- 7.1 To enter into contracts or agreements;
- 7.2 To make banking and financial arrangements;
- 7.3 To execute documents;
- 7.4 To direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the corporation;
- 7.5 To purchase, lease or otherwise acquire, sell, exchange, or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the Board members may consider advisable;
- 7.6 To borrow on the credit of the corporation for the purposes of operating expenses, or on the security of the corporation's real or personal property; and
- 7.7 To purchase insurance to protect the property, rights and interests of the corporation and to indemnify the corporation, its members, Board members, and officers from any claims, damages, losses or costs arising from or related to the affairs of the corporation.
- 7.8 Hiring, evaluating the performance and terminating the chief staff person (CEO or other designate)

Part 8: Board Membership and Elections

- 8.1 Board members representing the two incorporated municipalities will be appointed by their respective councils. Appointments will take place in a manner and term selected by the representing incorporated municipality in accordance with all applicable legislation
- 8.2 At the same time as the municipal elections, an election for the representative from the unincorporated area will be held under rules approved by the Ministry of Community and Social Services.

- 8.3 Each municipally appointed member of the Board serves at the pleasure of the council which appointed or elected them. Each council may replace their appointment by a resolution of their council.
- 8.4 The members of the Board from the unincorporated area serve at the pleasure of the unincorporated area which elected him/her. The unincorporated area may replace their representative by a new election to be held under the rules to be approved by the Ministry of Community and Social Services.

Part 9: Board Member Term

- 9.1 Each member of the Board shall begin January 1, of the year following a municipal election for a four year term to end on December 31st in the year in which municipal elections take place; in accordance with the DSSAB Act and regulations.. Generally, no Board meeting will be held in December of a municipal election year.

Part 10: Special General Meetings

- 10.1 Special General Meetings may be called at any time at the request of a majority (at least two) of the three constituency areas participating in the operation of the Board, a majority of Board members, or by the Board Chair.
- 10.2 The Board Chair shall preside at the Special General Meeting and shall determine the agenda.
- 10.3 All meetings shall be open and accessible to the public.
- 10.4 The Board Chair may expel any person for improper conduct at the meeting.

Part 11: Closed Meetings

A meeting or part of a meeting may be closed to the public only if the subject matter being considered is:

- 11.1 The security of the property of the DSSMSSAB,
- 11.2 Personal matters about an identifiable individual, including employees of the Board,
- 11.3 A pending or proposed acquisition of land by the Board,
- 11.4 Labour relations or employee negotiations,
- 11.5 Litigation or potential litigation, including matters before administrative tribunals, affecting the Board,
- 11.6 Advice that is subject to solicitor-client privilege, including communications necessary for that purpose,

- 11.7 A matter in respect of which a council, board, committee or other body may hold a closed meeting under another Act.
- 11.8 The Board must hold a closed meeting if the matter relates to the consideration of a request under the Municipal Freedom of Information and Protection of Privacy Act if the Board is the head of an institution for the purposes of that Act. Before holding a closed meeting the Board shall state by resolution, the fact of the holding of a closed meeting, and the general nature of the matter to be considered in the closed meeting.
- 11.9 Or reason recommended by a professional advisor ie. Legal, Audit etc.
- 11.10 Any other reason approved unanimously by the board to go into a closed meeting

Part 12: Board Executive

The Board shall, at its first meeting in January of each year, elect from its members a Board Chair, Board Vice-Chair, Secretary and Treasurer.

- 12.1 The member of the Board who is elected Board Chair shall serve until the first meeting of the New Year and may be re-elected for the ensuing year, subject to sub-section 8.3.
- 12.2 No member of the Board shall serve for more than six consecutive years as Board Chair.

Part 13: Duties of the Board Chair

- 13.1 To carry out the duties of the Board Chair under the DSSAB Act or any other Act related to fulfilling the mandated Board functions.
- 13.2 Designating a spokesperson, when required, regarding the actions and plans of the Board
- 13.3 To preside over Board meetings including:
- 13.4 Opening the meeting by taking the chair and calling the members to order;
- 13.5 Receiving and submitting, in the proper manner, all motions presented;
- 13.6 Putting to a vote all motions which are moved and seconded, or necessarily arise in the course of proceedings, and to announce the results;
- 13.7 Declining to put to vote motions which infringe the rules of procedure;
- 13.8 Enforcing the observance of order and decorum;
- 13.9 Signing all By-laws, resolutions and minutes of the Board;
- 13.10 Representing and supporting the Board, declaring it's will, and implicitly obeying

its decisions in all things;

- 13.11 Adjourning the meeting when the business is concluded, or adjourning the meeting, without the question being put, in the case of grave disorder arising during the meeting.

Part 14: Board Quorum

- 14.1 A quorum for a meeting of the Board shall be a double majority (a majority of the Board members (at least 5 members) and a majority (at least 2) of the 3 constituencies represented).

Part 15: Voting Rights

- 15.1 Each member, including the Board Chair, is entitled to one (1) vote.

Part 16: Board Meetings

- 16.1 The Board Chair shall preside at all meetings of the Board, enforce order and observance the By-laws and regulations and sign all necessary documents.
- 16.2 During the absence or inability of the Board Chair to participate due to a conflict of interest, the Board Vice-Chair shall exercise those duties and functions.
- 16.3 In the event that both the Board Chair and the Board Vice-Chair are absent at a meeting, the attending members may elect one of their numbers to preside.
- 16.4 Any member of the Board who fails to attend, without reasonable cause as determined by the Board, seventy five percent of the Board meetings held in any one fiscal year or three consecutive meetings of the Board shall, if the Board so resolves, be disqualified as a director and such director's term in office shall thereupon cease.
- 16.5 The maximum length of any Board meeting will be 3 hours unless extended for good cause.

Part 17: Rules of Procedure

- 17.1 All procedures shall be according to the most recent edition of "Robert's Rules of Order" by Henry Martyn Robert except as indicated otherwise by provincial legislation or regulation, or the By-law

Part 18: Minutes

- 18.1 The minutes of the meetings of the Board shall record:

- 18.2 The place, time and date of the meeting;
- 18.3 The names of the presiding officer and a record of the members in attendance and those in partial attendance;
- 18.4 Disclosure of conflict of interest

Part 19: Notice Policy

The Board will provide notice by posting such notice on the Board website for each of the following:

- 19.1 Before adopting or amending all or part of the budget.
- 19.2 Before enacting or amending its procedure by-law.
- 19.3 Before adopting or amending the notice policy.
- 19.4 Before establishing or amending any fee or charge exclusive of rental charges in Social Housing.

Part 20: Expanding Services

- 20.1 Any decision of the Board to expand services beyond those set out as mandatory services in the District Social Services Administration Board Act will be by resolution approved by a double majority (a majority of the Board members and a majority of the three constituencies represented).

Part 21: Consensus Building

- 21.1 The Board shall ensure that all resolutions passed are passed with consensus of a double majority. A double majority is a majority of the Board members (at least 5 members) and a majority (at least 2) of the three constituencies represented).

Part 22: Standard of Care of Directors and Officers

- 22.1 Every director and officer, in exercising his powers and discharging his duties, shall:
 - (a) act honestly and in good faith with a view to the best interests of the corporation;
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 22.2 Subject to the provisions of section 20.1 of this By-law, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or

employee or for any loss, damage, or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects of the corporation shall be lodged or deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or in relation thereto, unless the same are occasioned by his own willful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations there under or from liability for any breach thereof.

Part 23: Protection of Directors and Officers

- 23.1 The corporation shall indemnify a director or officer, a former director or officer or a person who acts or acted at the corporation's request as a director or officer of a body corporate of which the corporation is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the corporation or such body corporate if: he acted honestly and in good faith with a view to the best interests of the Corporation and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The corporation may from time to time enter into agreements pursuant to which the corporation agrees to indemnify one or more persons in accordance with the provisions of this section.

- 23.2 The corporation shall, subject to the approval of the Ontario Court (General Division), indemnify a person referred to in subsection 21.1 of this bylaw in respect of an action by or on behalf of the corporation or body corporate to procure a judgment in its favour, to which he is made a party by reason of being or having been a director or officer of the corporation or body corporate, against all costs, charges and expenses reasonably incurred by him in connection with such action if he fulfills the conditions set out in clauses 21.1
- 23.3 Notwithstanding anything in this article, a person referred to in section 21.1 of this By-law is entitled to indemnity from the corporation in respect of all costs, charges and expenses reasonably incurred by him in connection with the defense of any criminal, civil or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the corporation or body corporate, if the person seeking indemnity:
- (a) was substantially successful on the merits in his defense of the action or proceeding, and
 - (b) fulfills the conditions set out in clauses 21.1 .

23.4 The corporation may purchase and maintain insurance for the benefit of any person referred to in subsection 21.1 of this bylaw against any liability incurred against him

(a) in his capacity as director or officer, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the corporation, or

(b) in his capacity as director or officer of another body corporate where he acts or acted in that capacity at the corporation's request, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the body corporate.

The directors shall be reimbursed for their out-of-pocket expenses incurred in attending board, committee or general meetings or otherwise in respect of the performance by them of their duties.

Part 24: Books and Records

24.1 The Board Chair shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

Part 25: Financial Year

25.1 The fiscal year of the Corporation shall terminate on the 31st day of December each year.

Part 26: Cheques, Etc.

26.1 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed from time to time prescribed by the Board. Documents requiring execution by the Corporation may be signed by the Board Chair or the Board Vice-Chair and the Secretary or the Treasurer or by any 2 Directors.

Part 27: Auditor

27.1 **Appointment/Confirmation of Auditors:** The Board appoints or confirms one or more auditors, who are licensed under the Public Accountancy Act, to prepare audited financial statements for the current year, in accordance with Public Sector Accounting Board (PSAB) recommendations. The Board's procurement policies must be followed to secure an auditor.

27.2 **Disqualification of Persons as Auditors:** No person can be appointed as an auditor of the Corporation who is, or during the preceding year, was a Board

member.

Part 28: Committee Structure and Responsibilities

- 28.1 **Executive Committee Chair:** The Board Chair shall chair all Executive Committee Meetings.
- 28.2 The Board Vice-Chair assumes the duties of the Board Chair in his/her absence or inability to act due to a conflict of interest.

Part 29: Secretary

- 29.1 Will ensure records of the proceedings of all general and Board meetings are kept and all notices required to members and directors are sent. Will ensure custodial care of the corporate seal and of all the books, papers, records, correspondence and documents belonging to the Corporation.

Part 30: Treasurer

- 30.1 Will ensure that full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account are kept. Disburses funds of the corporation as directed by the Board.

Part 31: Board Committees

- 31.1 The Board Committees include; Executive Committee, Finance Committee and Governance Committee. The Board may create other committee(s) for a specific purpose and/or for a specific time period.
- 31.2 General Committee Rules
 - 31.21 All committees shall be made up of three or more Board members and related program staff.
 - 31.22 Only Board members have voting rights at the Committee meetings.
 - 31.23 Committee decisions are subject to the final approval of the Board.
 - 31.24 The Board Chair is an ex-officio member of each committee with voting rights within each Committee.
 - 31.25 Each Committee will elect a Committee Chair. The Committee Chair will review the agenda, chair committee meetings and report results to

the Board.

- 31.26 Minutes of all Committee meetings will be distributed to all Board members.
- 31.27 Any dispute concerning the Committees mandate, powers or processes will be resolved by a Board resolution.
- 31.28 Committees do not exercise authority over staff or operations and must work within the Board's mission and policy framework.

Part 32: Ownership and Disposal of Property

- 32.1 The Board shall ensure the establishment and maintenance of a public register listing and describing the real property owned or leased by the DSSMSSAB.
- 32.2 The Board will adhere to its policy related to the "Disposal of Surplus DSSMSSAB Equipment and Obsolete Goods" as related to the DSSAB procurement policy.

Part 33: Public Input

The Board will provide for public input by:

- 33.1 Ensuring there is sufficient notice of meetings posted on the Board website.
- 33.2 Ensuring that meetings are held in a location which is readily accessible to the public.
- 33.3 Ensuring a policy concerning public presentations is posted on the Board website.

Part 34: Amendments

- 34.1 These By-laws may be amended by a resolution of the Directors, confirmed by a double majority of the members of the Board.