

**Procedural By-law**  
**Kings Regional Service Commission**

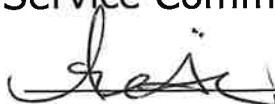


Date Approved: May 29, 2024

Board of Directors Kings Regional Service Commission:

  
\_\_\_\_\_

Chief Executive Officer Kings Regional Service Commission:

  
\_\_\_\_\_

# Kings Regional Service Commission Procedural By-Law

---

## INDEX

Preamble

1. Definitions

2. Organization

2.1 Description and Membership

2.2 Board Composition

2.3 Board of Directors

2.4 Executive Officers

2.4.1 Election of Officers

2.4.2 Chairperson

2.4.3 Vice-Chairperson

2.4.4 Chief Executive Officer

2.4.5 Secretary

2.5 Delegation of Duties

2.6 Vacancies

2.7 Who Speaks for Commission

2.7.1 Attendance

3. Committees

3.1 Standing Committees

3.1.1 Defined

3.1.2 Composition

3.1.3 Term

3.1.4 Quorum

3.2 Finance and Budget Committee

3.2.1 Creation

3.2.2 Duties

3.3 Solid Waste Committee

3.3.1 Creation

3.3.2 Duties

3.4 Regional Tourism Committee

3.4.1 Creation

3.4.2 Duties

3.5 Economic Development Committee

3.5.1 Creation

3.5.2 Duties

3.6 Community Development Committee

3.6.1 Creation

3.6.2 Duties

3.7 Committee for Regional Sport, Recreational and Cultural Infrastructure

3.7.1 Creation

3.7.2 Mandate of the Committee

3.7.3 Duties of the Committee

# Kings Regional Service Commission Procedural By-Law

---

- 3.7.4 Committee Composition
- 3.8 Public Safety Committee
  - 3.8.1 Creation
  - 3.8.2 Duties of the Committee
  - 3.8.3 Committee Composition
- 3.9 Planning Review and Adjustment Committee
  - 3.9.1 Creation
- 3.10 Oversight Committee
  - 3.10.1 Creation
  - 3.10.2 Duties
- 3.11 Ad Hoc Committees
  - 3.11.1 Creation
- 4. Conflict of Interest
  - 4.1 Definitions
  - 4.2 Prohibition
  - 4.3 Exception
  - 4.4 When Conflict Exists
  - 4.5 Disclosure and Withdrawal from Meeting
  - 4.6 Designated Employees' Prohibition
  - 4.7 Gifts and Gain
  - 4.8 Statement of Disclosure
  - 4.9 When to Declare
  - 4.10 Quorum when Conflict Occurs
- 5. Meetings
  - 5.1 Place of Meetings
  - 5.2 Regular Meetings
  - 5.3 Agendas
    - 5.3.1 Setting of Agenda
    - 5.3.2 Agenda Items
    - 5.3.3 Unanimous Support
  - 5.4 Waiver of Notice
  - 5.5 Participation in Meetings by Electronic Means
  - 5.6 Chairperson for Meeting
  - 5.7 Special Meetings
    - 5.7.1 Calling
    - 5.7.2 Petition
    - 5.7.3 Notice Requirements
    - 5.7.4 Electronic Participation
  - 5.8 Cancellation of Meetings
  - 5.9 Annual General Meeting
  - 5.10 Conduct of Meetings
    - 5.10.1 Governing authority on Procedures
    - 5.10.2 Quorum
  - 5.11 Public Access to Board Meetings
- 6. Procedure for Meetings

# Kings Regional Service Commission Procedural By-Law

---

- 6.1 Call to Order
- 6.2 Absence of Chairperson
- 6.3 Absence of Quorum
- 6.4 Public Attendance at Meetings
- 6.5 General Order of Business
  - 6.5.1 Variation in the order of Business
- 6.6 Order
  - 6.6.1 Relation of Public to Board
  - 6.6.2 Notice to Appear Before the Board
  - 6.6.3 Preservation of Order
  - 6.6.4 Rulings on Order
  - 6.6.5 Chairperson Entering Debate
- 6.7 Rules of Debate
  - 6.7.1 Who shall have the Floor
  - 6.7.2 Reading of Motion
  - 6.7.3 Limits of Debate
  - 6.7.4 Appeal to Board
  - 6.7.5 Rules Governing the Public
- 6.8 Rules of Conduct
  - 6.8.1 Addressing the Chair
  - 6.8.2 Disrespectful Statements
  - 6.8.3 Code of Conduct
- 6.9 Motions
  - 6.9.1 Motions to be seconded
  - 6.9.2 Withdrawal of Motions
  - 6.9.3 Motions to Adjourn
  - 6.9.4 Questions under Debate
  - 6.9.5 The Previous Question
  - 6.9.6 Order of Amendments
  - 6.9.7 Reconsideration
- 6.10 Voting
  - 6.10.1 Voting Guidelines.
  - 6.10.2 Simple Majority.
  - 6.10.3 Simple Majority of all weighted votes.
  - 6.10.4 Two-thirds of weighted votes.
  - 6.10.5 Two-thirds of members present.
  - 6.10.6 Two-thirds representing 51% of population.
  - 6.10.7 Open Vote
  - 6.10.8 Recording of Vote
  - 6.10.9 Chairperson Voting
  - 6.10.10 Tie Vote
  - 6.10.11 All Must Vote
  - 6.10.12 More Than One Distinct Vote
  - 6.10.13 Result Declaration

# Kings Regional Service Commission Procedural By-Law

---

## 6.10.14 Proxy Prohibited.

### 7. Administration

7.1 Registered Office

7.2 Corporate Seal

7.3 Fiscal Year

7.4 Execution of Documents

7.4.1 Signing Authority

7.4.2 Affixing Corporate Seal

7.4.3 Instrument in Writing Defined

7.4.4 Signing Authority Limits

### 7.5 Banking

7.6 Corporate Records

### 8. Protection of Directors and Officers

8.1 Limited Liability

8.2 Indemnity

8.3 Insurance

### 9. Directors' Expenses & Remuneration

9.1 Directors' Remuneration

9.2 Directors' Expenses

APPENDIX "A" - Statement of Disclosure

APPENDIX "B" - Code of Conduct

# Kings Regional Service Commission Procedural By-Law

---

## **PREAMBLE:**

**Whereas** Kings Regional 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 thereunder and amended by the provision of Bill 82 – An Act Respecting Local Governance Reform;*

**And whereas**, pursuant to section 9 of the said Act, provision is made for the establishment of a Board of Directors for the Commission and pursuant to section 12 of said Act, the Board shall make and approve a procedural by-law.

**Now therefore** in pursuance of the powers contained in the said Act the Board of Directors of Kings Regional Service Commission hereby passes and enacts the following by-law:

## **1. DEFINITIONS**

The following definitions apply in this By-law.

“Act” means the *Regional Service Delivery Act, Statutes of New Brunswick 2012, and Chapter 37.*

“Board” means the board of directors of Kings Regional Service Commission.

“Commission” or “RSC” means the body corporate established pursuant to the Act for Kings Regional Service Commission.

“Chief Executive Officer” means a person appointed as a Chief Executive Officer under section 13 of the Act.

“Family Associate” means a spouse, parent, child, brother, sister or common law partner.

“Rural District” means a rural district as defined in subsection 1(1) of *The Local Governance Act.*

“Member”, with respect to a commission, means a local government prescribed for the region and the rural district prescribed for the region.

“Municipality” means a city, town or village.

“Minister” means the Minister of Local Government and Local Governance Reform and includes anyone designated by the Minister to act on the Minister’s behalf.

“Planning director” means a person appointed as a planning director under subsection 24(2) of the Act.

“Planner” means a member in good standing with the New Brunswick Association of Planners who is authorized to use the designation “Registered Professional Planner” or “RPP”

# Kings Regional Service Commission Procedural By-Law

---

# Kings Regional Service Commission Procedural By-Law

---

## 2. ORGANIZATION:

### 2.1 Description and Membership

The Region is comprised of:

Rural Community of Butternut Valley  
Municipality of Sussex  
Village of Valley Waters  
Kings Rural District

### 2.2 Board Composition

Subject to subsection 9(2) of The *Regional Service Delivery Act*, each Board shall consist of

- a) The Mayors of each local government in a region,
- b) If the rural district in a region has a rural district advisory committee, the Chair of the advisory committee, and
- c) The Chief Executive Officer of the commission who shall be a non-voting member of the Board.

The Board of Directors of Kings Regional Service Commission is currently made up of 8 members as follows:

The Mayor and one other of the Rural Community of Butternut Valley  
The Mayor and one other of the Municipality of Sussex  
The Mayor and one other of the Village of Valley Waters  
The Chairperson and one other Rural Councillor of Kings Rural District

### 2.3 Board of Directors

The role of the Board of Directors of Kings Regional Service Commission shall include the following:

- Provide strategic direction as well as oversight for the Regional Service Commission.
- Make decisions on the following matters: annual budget, employment of the Chief Executive Officer, adopting by-laws and policies of the commission, borrowing of money, setting of fees, service changes (including additions, terminations, adjustments), among others.
- Monitor the overall finances of the Regional Service Commission.
- 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 to.
- Review documents (various reports including annual reports, drafts, by-laws, minutes, etc., associated with the above noted matters, financial statements).
- Bring the municipal, rural district perspectives to the RSC table.
- Help formulate and determine the RSC's overall strategic direction.



# Kings Regional Service Commission Procedural By-Law

---

- 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.

## 2.4 Executive Officers:

The Board of the Commission shall elect one Board member to be the Chairperson and one Board member to be the Vice-Chairperson. The Board shall also appoint a non-member of the Board to serve as Secretary to the Board and this individual may serve in this capacity until such time as another person is appointed to carry out this function.

2.4.1 Election of the Executive Officers of the RSC Board shall occur on an annual basis, for a one-year term, at the Annual General Meeting of the Commission or a special meeting of the Commission. The Chairperson and Vice-Chairperson may be elected for three (3) additional one-year terms, but no more than two (2) consecutive terms.

2.4.2 Chairperson of the Commission: The Chairperson shall, if present, preside at all meetings of the Commission. This person shall sign all instruments which require that person's signature and shall perform all duties incident to that person's office and shall have such other powers and duties as may from time to time be assigned to that person by a unanimous motion.

2.4.3 Vice-Chairperson: During the Chairperson's absence or inability or refusal to act, the Chairperson's duties may be performed, and the person's powers may be exercised by the Vice-Chairperson. A Vice-Chairperson shall also perform such duties and exercise such powers as may from time to time be prescribed by unanimous motion of the Commission.

2.4.4 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 *ex officio*, non-voting 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 meetings of the Planning Review and Adjustment Committee at the request of the Chair of that committee.

2.4.5 Secretary: The Secretary shall be responsible to ensure that the proceedings of all meetings of the Board are taken in accordance with Roberts Rules of Order and the minutes are approved by the Board. The Secretary shall make provision for the safekeeping and publication of the minutes of meetings of the Board of Directors and shall provide notices of meetings where applicable. The Secretary shall perform other duties or assume other responsibilities as may be assigned from time to time by the Board. Notwithstanding the

# Kings Regional Service Commission Procedural By-Law

---

above, the Secretary may delegate "note taking" responsibilities to others but remains responsible for the accuracy and safekeeping of the records of all meetings.

## **2.5 Delegation of Duties of Officers**

In case of the absence or inability to act of the Chairperson or Vice-Chairperson, or for any other reason that the Commission may deem sufficient, the Commission may delegate the powers of such officer to any other Director of the Board for a specified time.

## **2.6 Vacancies**

If the position of Chairperson or Vice-Chairperson of the Commission for any reason becomes vacant, the Commission shall elect another Director to fill such vacancy at its next meeting.

## **2.7 Who Speaks for Commission**

The Chair of the Commission is the spokesperson for the Commission for all matters of policy, however, the Chair may delegate to another member or to the Chief Executive Officer the role of speaking for the Commission on such matters.

The Chief Executive Officer is the spokesperson for the Commission for all technical or administrative matters. The Chief Executive Officer may delegate to any member of staff the role of speaking on such matters at their discretion.

### **2.7.1 Attendance**

A director can be asked to vacate that person's seat if the director in question misses 4 or more non-consecutive meetings in one calendar year. A consensus of the Board is necessary for the Chairperson to ask the director to vacate.

## **3. COMMITTEES:**

Pursuant to Paragraph 12 (1) (b) 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. In pursuance of that mandate the Board hereby establishes the following committees. These committees will be established through a nomination process and subsequent vote.

### **3.1 Standing Committees**

3.1.1 "Standing Committees" are committees of the Commission established for the purpose of considering matters of ongoing nature and they usually have a continuing responsibility in those areas. 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 shall carry out such other duties as may from time to time be referred to it by the Board. Each Standing Committee may develop short and long-term plans, including the fiscal aspects thereof respecting the services of the Commission and may develop policies for consideration by the Board. Each standing committee shall record minutes of every meeting

# Kings Regional Service Commission Procedural By-Law

---

and these minutes will be provided to all the Directors of the Board of Kings Regional Service Commission.

3.1.2 Composition: Standing committees shall consist of a minimum of four (4) members appointed by the Board or as otherwise prescribed in this by-law for that Committee. The members of a standing committee may unanimously appoint a non-board member(s) with specific subject matter expertise to join the committee as a voting member. The members of the standing committees shall designate a chairperson and a vice-chairperson.

3.1.3 Term: Except as otherwise provided, the term of office for standing committee members shall be for two years and members are eligible for reappointment at the Board's annual general meeting, if held, or a special meeting of the Board.

3.1.4 Quorum: A majority of the committee's members, not including ex-officio members in the calculation shall constitute quorum for the purpose of conducting a meeting of a Standing Committee.

## **3.2 Finance and Budget Committee:**

3.2.1 There shall be a standing committee called the Finance and Budget Committee.

3.2.2 Duties of the Finance and Budget Committee:

- (1) receive, review, and co-ordinate the estimates of revenue and expenditures for the year for recommendation to the Board;
- (2) consider all requests for expenditures in excess of those provided for in the annual budget and report to the Board with recommendations;
- (3) study, provide advice, and recommend to the Board on all matters regarding capital funding;
- (4) co-ordinate the development of short and long-term financial planning for the Commission;
- (5) monitor financial management services;
- (6) ensure that the acquisition and disposal of property is carried out within the terms of policy directives issued by the Board;

## **3.3 Solid Waste Committee**

3.3.1 There shall be a standing committee called the Solid Waste Committee.

3.3.2 Duties of the Solid Waste Committee:

- (1) receive, review, and co-ordinate information pertaining to the operation of solid waste services for the year for recommendation to the Board;
- (2) consider all requests for solid waste expenditures in excess of those provided for in the annual budget and report to the Board with recommendations;
- (3) study, provide advice, and recommend to the Board on all matters regarding solid waste services;
- (4) co-ordinate the development of short and long-term financial planning for the solid waste services of the Commission.

# Kings Regional Service Commission Procedural By-Law

---

## **3.4 Regional Tourism Committee**

3.4.1 There shall be a standing committee called the Regional Tourism Committee.

3.4.2 Duties of the Regional Tourism Committee:

- (1) provide strategic focus for regional tourism promotion and growth;
- (2) serve as a liaison for regional tourism operators and fund partners;
- (3) provide guidance in the development of a regional tourism strategy/multiyear plan;
- (4) provide strategic focus to assist with the development of marketing initiatives for the region;
- (5) provide guidance to assist with the development of a regional tourism guide/website;
- (6) provide regular reports to the RSC board on the Committee's deliberations and activities; and
- (7) have a deep understanding of the local tourism economy.

## **3.5 Economic Development Committee**

3.5.1 There shall be a standing committee called the Economic Development Committee.

3.5.2 Duties of the Economic Development Committee:

- (1) provide strategic focus for regional economic growth, including supporting investment-ready communities;
- (2) coordinate investors visits in the region;
- (3) serve as a liaison for new inward investors;
- (4) have a deep understanding of the local economy and compile regional data to be leveraged for investment attraction purposes;
- (5) formulate recommendations for consideration by the RSC Board regarding the conduct of studies, reviews or other activities that could be undertaken to support Economic Development initiatives; and
- (6) provide regular reports to the RSC board on the Committee's deliberations and activities.

## **3.6 Community Development Committee**

3.6.1 There shall be a standing committee called the Community Development Committee.

3.6.2 Duties of the Community Development Committee:

- (1) Bring community, business, government, voluntary and non-profit sectors together to develop a *Regional Community Development Plan, an Integrated Regional Transportation Vision Strategy*, and work together to empower groups to create programming tailored to meet local needs.
- (2) Formulate recommendations for consideration by the RSC Board regarding the conduct of studies, reviews or other activities that could be undertaken to support Community Development initiatives.
- (3) Support the facilitation and identification of potential collaborative initiatives.

# Kings Regional Service Commission Procedural By-Law

---

- (4) Share information and create awareness related to the multi facets of poverty, poverty reduction initiatives and strategies that have demonstrated success.
- (5) Promote a collaborative community approach to the creation and management of projects and initiatives.
- (6) Ensure continuous dialogue around poverty reduction and community development in all regions of the county and encourage action.
- (7) Provide regular reports to the RSC board on the Committee's deliberations and activities.

## **3.7 Committee for Regional Sport, Recreational and Cultural Infrastructure**

3.7.1 There shall be a standing committee called the Committee for Regional Sport, Recreational and Cultural Infrastructure.

3.7.2 The Committee shall have a mandate:

- (1) to review planning documents for the region
- (2) to prepare lists of infrastructure for the attention of the Board
- (3) to determine the area served by the infrastructure in the region
- (4) to ensure the management of cost apportionment agreements for regional infrastructure
- (5) to review at least once every five years any cost apportionment agreement for regional infrastructure, taking into account any proposals for the expansion or renovation of the infrastructure, and to make recommendations to the Board with respect to the amendment or renewal of the agreements.

3.7.3 Duties of the Committee for Regional Sport, Recreational and Cultural Infrastructure:

- (1) In order for the Commission to present a report for the Minister prior to June 30 each year, the Committee will be responsible to:
  - a) to prepare lists of all sport, recreational and cultural infrastructure in the region that the committee considers to be subject to subsection 3.4 of the Regional Service Delivery Act
  - b) establish the list of infrastructure that it considers to be regional in nature based on the following criteria:
    1. the ease of access to the infrastructure by residents of the region;
    2. the uniqueness of the infrastructure in the region;
    3. the scale and variety of sport, recreational and cultural activities that the infrastructure may accommodate compared to other similar infrastructure in the region;
    4. the number of groups and associations, from within and outside the region, that use the infrastructure on a regular basis; and
    5. the impact of the infrastructure on the region, including whether it benefits its population as a whole.
  - c) present a report to the Commission, which shall include a list of the infrastructure which the committee considers regional in nature, along with:
    1. a detailed explanation of the reasons for which the committee considers the infrastructure to be regional in nature
    2. a proposal for the apportionment of costs attributable to infrastructure, and an estimate of the financial impact that the

# Kings Regional Service Commission Procedural By-Law

---

proposed apportionment will have on each member of the Commission.

## 3.7.4 Minimum Committee composition:

- (1) a representative of the Board
- (2) a representative of a local government
- (3) a representative of the rural districts, and
- (4) an expert advisor on sport, culture and recreation

## 3.8 Public Safety Committee

3.8.1 There shall be a standing committee called the Public Safety Committee.

### 3.8.2 Duties of the Public Safety Committee:

- (1) Provide assessment of potential risks.
- (2) Identify opportunities to strengthen public safety services.
- (3) Provide recommendations for studies and reviews.
- (4) Identify potential collaborative initiatives.
- (5) Provide quarterly reports on committee deliberations.
- (6) Liaise with other RSC committees.

3.8.3 Committee composition (suggested) or as otherwise determined by the Board:

- 2 RSC Board Members
- One representative from each of RCMP, NBEMO, Community Capacity and Resiliency, District Firefighter Associations, and Rural District Managers
- RSC staff (ex-officio)
- Fire chiefs
- Ambulance NB
- Representatives from First Nations/Indigenous groups

## 3.9 Planning Review and Adjustment Committee

3.9.1 The *Regional Services Delivery Act, Section 24(1)*, vests certain duties and obligations on the Board with respect to regional land use planning and Section 16(1) of the Act permits the Board to delegate those powers and duties to a standing committee of the Board.

The Board hereby delegates those regional land use planning powers and duties to its standing Planning Review and Adjustment Committee subject to its Planning Review and Adjustment Committee By-Law.

## 3.10 Oversight Committee

3.10.1 There shall be a standing committee called the oversight committee.

### 3.10.2 Duties of the oversight committee:

- (1) Address all human resources matters effecting the Board or its only employee, the Chief Executive Officer and make recommendations to the Board.

# Kings Regional Service Commission Procedural By-Law

---

- (2) Complete an annual performance evaluation of the Chief Executive Officer for recommendation to the board.
- (3) From time to time, deal with oversight duties that the board deems to be appropriate for the committee.

## **3.11 Ad Hoc Committees**

3.11.1 Pursuant to the provisions of Subsection 12(1) of the Act the Board may, from time to time, appoint *ad hoc* committees upon unanimous approval of the Board, to undertake specific tasks. When the Board appoints such a committee it shall define its terms of reference; its composition; its reporting relationship to the Board; and the duration of its existence.

## **4. CONFLICT OF INTEREST**

### **4.1 Definitions:**

Pursuant to section 21 (4) of the Regional Service Delivery Act, Regulation 2012-10, with respect to a Commission, "designated employee" means

- a) a Chief Executive Officer,
- b) a planning director,
- c) an executive director tourism, economic and community development,
- d) a director of solid waste disposal services,
- e) a director of corporate services, a treasurer or the person who has primary responsibility for the financial affairs of the Commission,
- f) the Secretary as provided in 2.4.5 of this by-law,
- g) a planner,
- h) a person delegated the duties of a development officer,
- i) a building inspector or the person who has the primary responsibility to the Commission for the enforcement of by-laws or other provincial laws with respect to building and construction within the region,
- j) a person responsible for purchasing on behalf of the Commission, and
- k) any employee of a Commission who is in a senior management position.

**4.2** 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,

## Kings Regional Service Commission Procedural By-Law

---

(a) while holding office as a member of the Board, or

(b) 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.

**4.3** A member of a Board does not violate subsection (1) by reason only that the member is in receipt of an allowance for attendance at meetings of the Board or of the executive of the Commission 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 or of being an executive officer of the Commission. All members of the Board must sign the attached, "statement of disclosure," in Appendix A.

**4.4** 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:

(a) the person or a family associate

(i) 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

(ii) 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,

(b) the person or a family associate is a shareholder in, or is a director or a senior officer of, a private company that

(i) has or proposes to have an interest in any contract with the Commission, or

(ii) has an interest in any other matter in which the Commission is concerned that would be of financial benefit to the company,

(c) the person or a family associate has a controlling interest in or is a director or a senior officer of a public company that

(i) has or proposes to have an interest in any contract with the Commission, or

(ii) has an interest in any other matter in which the Commission is concerned that would be of financial benefit to the company, or

(d) the person or a family associate would otherwise benefit financially by a decision of the Commission in any contract, proposed contract, or other matter in which the Commission is concerned.

**4.5** Where a member of a Board has a conflict of interest with respect to any matter in which the Commission is concerned and the person is present at a meeting of the Board, a



# Kings Regional Service Commission Procedural By-Law

---

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 the person shall,

(a) as soon as the matter is introduced, disclose that the person has a conflict of interest in the matter, and

(b) immediately withdraw from the meeting room while the matter is under consideration or vote.

**4.6** A designated employee 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. All designated employees must sign the attached, "statement of disclosure," Appendix A.

**4.7** A member of a Board or designated employee shall not

(a) accept any fees, gifts, gratuities, or other benefit that could reasonably be seen to influence any decision made by that person in the carrying out of that person's functions as a member of the Board or employee of the Commission, or

(b) for their personal gain or for the personal gain of a family associate make use in any way of that person's position or of any privileged information to which the person may have access or to which the person is privy because of their position.

**4.8** Upon appointment to the Regional Services Commission and annually thereafter, each member shall, in the form prescribed by the RSC and attached as APPENDIX "A", complete and file with the Secretary of the RSC a "Statement of Disclosure" annually at the Annual General Meeting, if held, or special meeting of the Board. This Statement shall include identification of interests, activities, involvements, and other aspects related to the member who could potentially involve a conflict with regards to the operation and matters of the Board. When there are changes to this Statement, the Board member must ensure that the Statement is updated as necessary.

**4.9** 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.

**4.10** In the event that quorum will be lost if a certain number of members declare a conflict of interest on a matter before the Board, the remaining members will be deemed to be sufficient in number to comprise a quorum, as long as the number of remaining members does not fall below three.

## **5. MEETINGS**

### **5.1 Place of Meetings**

# Kings Regional Service Commission Procedural By-Law

---

Meetings of the Commission Board of Directors and any Board committee meetings may be held at any place within the region.

## **5.2 Regular Meetings**

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 of such regular meetings.

## **5.3 Agendas**

5.3.1 The Chair in consultation with the Chief Executive Officer shall set an agenda for each board meeting no later than seven (7) days prior to the meeting date.

5.3.2 Members of the Board wishing to have an item placed on the agenda must advise the Chief Executive Officer of the item and relevant background information by 4:00 p.m. a week (7 days) prior to the meeting date.

5.3.3 No item shall be placed on the agenda at a meeting of the Board unless unanimous support of a motion to amend the agenda.

## **5.4 Waiver of Notice**

The Board may waive a regular meeting 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.

## **5.5 Participation in Meetings by Electronic Means**

Representatives from member communities may participate in regular, public meetings of the board, or of any standing committees they may belong to, via electronic telecommunications. Individuals who are not or will not be physically present within the boundaries of the Regional Service Commission at the time of a normally scheduled, public, meeting may participate in a meeting via electronic communications provided they give notice to the Board Chairperson (2) two business days prior to the commencement of the meeting. A member participating in a meeting via electronic means shall constitute in-person presence for purposes of quorum. Electronic participation is not permitted for closed meetings.

## **5.6 Chairperson of Meetings**

In the absence of the Chairperson and Vice-Chairperson, the members present shall choose a person from their number to be the Chairperson of the meeting.

## **5.7 Special Meetings**

## Kings Regional Service Commission Procedural By-Law

---

5.7.1 Any Director or the Chief Executive Officer may request the Chairperson to summon a special meeting.

5.7.2 Upon receiving a request to summon a special meeting by a member of the Board, the Chair may summon a meeting for the purpose and at the time specified in the petition.

5.7.3 The Chief Executive Officer shall issue notices of all special meetings of the Board through the Kings Regional Service Commission website and/or the local media and shall specify the time of such meeting and the business to be transacted thereat. The person shall provide notice of the meeting to the Chairperson, Vice-Chairperson and Directors at least (2) two days before the meeting.

5.7.4 Individuals unable to physically attend a special meeting may participate in the meeting via electronic telecommunications with approval of the Chairperson or individual calling a special meeting, provided those individuals do not participate in any closed deliberations.

### **5.8 Cancellation of Meetings**

If the Chair is of the opinion that quorum will likely not be met at a meeting of the Board, it is the prerogative of the Chair to cancel that meeting and shall ensure that notification is given to all members of the person's decision. The cancelled meeting shall be rescheduled as soon as is practical.

### **5.9 Annual General Meeting, Election of Officers, and Appointment of Auditor**

At the discretion of the Board an Annual General Meeting may be called to be held no later than the 30<sup>th</sup> day of April of that year. If an Annual General Meeting is held, a report covering the previous calendar year's activities of the Commission shall be presented, together with an Audited Financial Report. At either an Annual General Meeting or a Special Meeting, the members of the Board shall elect from among their number a Chairperson and a Vice-Chairperson. The Board shall appoint the financial auditor of the Commission annually at either an Annual General Meeting or Special Meeting of the Board. Public notice of the meeting date, time and location shall be provided no less than fourteen (14) days in advance of any annual general meeting to be held.

### **5.10 Conduct of Meetings**

#### 5.10.1. Procedural Matters

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

#### 5.10.2 Quorum

No business shall be transacted at a meeting of the Board unless a quorum of the Board is

*Kings RSC Procedural By-Law Revised 2024*

# Kings Regional Service Commission Procedural By-Law

---

present and entitled to vote.

## **5.11 Public Access to Board Meetings**

All regular and special meetings of the Board shall be open to the public pursuant to the *General Regulation under the Regional Service Delivery Act*. However, if it is necessary at a meeting of the Board to discuss any of the matters referred to in subsection 68.1 of the *Local Governance Act*, the public may be excluded from the meeting for the duration of the discussion.

For additional clarity, the following is the relevant section of the *Local Governance Act*:

**“68.1** *A council meeting or a committee of council meeting may be closed to the public for the duration of the discussion if it is necessary to discuss:*

*(a) Information of which the confidentiality of which is protected by law;*

*(b) personal information as defined in the Right to Information and Protection of Privacy Act;*

*(c) Information that could cause financial loss or gain to a person or a local government or could jeopardize negotiations leading to an agreement or contract;*

*(d) the proposed or pending acquisition or disposition of land;*

*(e) information that could violate the confidentiality of information obtained from the Government of Canada or from the government of a province or territory;*

*(f) information concerning legal opinions or advice provided to the municipality by a municipal solicitor, or privileged communications as between solicitor and client in a matter of local government business;*

*(g) litigation or potential litigation affecting the local government or any corporation referred to in subsection 8(1), the local government’s agencies, boards or commissions, including a matter before an administrative tribunal;*

*(h) the access to or security of particular buildings, other structures occupied or used by the local government or access to or security of systems of the local government, including computer or communication systems.*

*(i) information gathered by police, including the Royal Canadian Mounted Police, in the course of investigating any illegal activity or suspected illegal activity, or the source of that information; or*

*(j) labour and employment matters, including the negotiation of collective agreements.”*

## **6. PROCEDURE FOR MEETING:**

# Kings Regional Service Commission Procedural By-Law

---

## **6.1 Call to Order**

As soon after the time of meeting as a quorum is present, the Chairperson shall take the chair and call the Directors to order.

## **6.2 Absence of Chairperson**

In case the Chairperson and Vice-Chairperson are both absent, the Chief Executive Officer 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.

## **6.3 Absence of Quorum**

Unless there is a quorum within thirty (30) 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. In the case of Kings Regional Service Commission, the majority required for quorum will be 50% of the board members plus one.

## **6.4 Public Attendance at Meetings**

With the exception of those meetings referenced in subsection 68(1) of the *Local Governance Act*, 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.

## **6.5 General Order of Business**

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

- Call to order
- Approval of Agenda
- Conflict of interest
- Approval of Minutes
- Presentations & Delegations
- Business Arising from Minutes
- Correspondence
- Committee Reports
- New Business
- Questions from the Public
- Next Meeting
- Adjournment

### **6.5.1 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 vote of the Directors present, and all questions as to precedence or to the suspension of the general orders of the day shall be decided without debate.

# Kings Regional Service Commission Procedural By-Law

---

## **6.6 Order**

6.6.1 There will be a 10-minute period at the end of each meeting to allow the public to address and ask questions of the Board. The processes as outlined in 6.7 apply.

### 6.6.2 Request to Appear

A request to appear and address the Board must be presented to the Chief Executive Officer or Chairperson for consideration by the Wednesday of the week preceding the Board meeting. Requests must include a summary of the topic of the proposed presentation. The Chief Executive Officer can waive the notice after notifying the Chairperson of the request.

### 6.6.3 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.

### 6.6.4 Rulings on Order

When called upon to decide a point of order, procedure, or practice, the Chairperson shall state the question without unnecessary comment and shall forthwith announce his or her decision citing any rule or authority the person may deem necessary.

### 6.6.5 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, the person shall call on the Vice-Chairperson. If the Vice-Chairperson is not present, a Director can be called on to preside until the Chairperson resumes the chair.

## **6.7 Rules of Debate**

### 6.7.1 Who Shall Have the Floor

When two or more Directors raise their hands to speak, the Chairperson shall name the Director who, in the Chairperson's opinion, first raised their hand.

### 6.7.2 Reading of Motion

Any Director may require the question or motion under discussion to be read at any time during the debate but not so as to interrupt a Director who is speaking.

### 6.7.3 Limits of Debate

No Director shall speak more than once on the same question without the consent of the Chairperson, subject to challenge by the Board, except in explanation of a material part of that Director's speech, which may have been misconceived, and in doing so, the person

# Kings Regional Service Commission Procedural By-Law

---

shall not introduce a new matter. A reply is allowed to a Director who has made a substantive motion to the Board, an amendment, or the previous question. No Director, without consent, shall speak to the same question in reply for longer than five minutes.

## 6.7.4 Appeal to Board

When a point of order is raised or when a Director is called to order by the chair, the Chairperson shall state and decide the point of order. The Board, if appealed to from the decision of the chair, shall decide the question but without debate; if there is no appeal, the decision of the Chairperson shall be final.

## 6.7.5 Rules Governing the Public

If the public is granted permission to address the Board, the rules of debate shall apply.

## **6.8 Code of Conduct**

### **Rules of Conduct**

#### 6.8.1 Directors Must Address the Chairperson

Every Director before speaking to any question shall respectfully address the Chairperson.

#### 6.8.2. Disrespectful Statements

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

- No Board member shall resist the rules of the Board, disobey the decision of the Chair on a question of order or procedure, or upon the interpretation of a rule of the Commission. In case any Board member shall so speak, resist, or disobey; the Chair may order such Board member to vacate his or her seat for the rest of the meeting; however, upon apologizing, the person may, by vote of the Board, be permitted to retake his or her seat.
- When a question is being put, no Director shall walk across the room, leave their place, or make or cause to be made any noise or disturbance.
- When a Director is speaking, no other Director shall pass between that person and the chair or interrupt that person except to rise to a point of order.

#### 6.8.3 Code of conduct

All Board members must read and sign acceptance of the code of conduct attached as Appendix B.

# Kings Regional Service Commission Procedural By-Law

---

## 6.9 Motions

### 6.9.1 Motions to be seconded before Debate

Every motion shall be seconded before being debated or put from the chair and shall be in writing before being debated or put forward by the chair. When a motion is seconded, it shall be read or stated by the Chairperson before debate.

### 6.9.2 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.

### 6.9.3 Motions to Adjourn

A motion to adjourn the Board or adjourn the debate shall be in order except:

- (1) when a Director is in possession of the floor;
- (2) when the yeas and nays have been called for;
- (3) when the Directors are voting;
- (4) when it has been decided that the previous question shall be put forthwith;

but a second motion to the same effect shall not be made until after some intermediate proceeding has taken place provided, however, the Board shall automatically adjourn at 9:00 p.m., unless two-thirds of the Directors present shall consent to continuing the proceedings.

### 6.9.4 Questions under Debate

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

- (1) to approve it,
- (2) to amend it,
- (3) to lay it on the table,
- (4) to defer it,
- (5) to adjourn it,
- (6) to move the previous question,
- (7) to move that the vote be now taken,
- (8) to extend the hour therefor.

### 6.9.5 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: "Shall this question now be put?" If this motion be resolved in the affirmative, the original motion is to be put forthwith without any amendment or further debate, but if the proposed question is resolved in the negative the main question may then be debated or amended.

### 6.9.6 Order of Amendments



# Kings Regional Service Commission Procedural By-Law

---

Amendments shall be put in the reverse order to that in which they are moved. Every amendment submitted shall be reduced to writing and shall be decided or withdrawn before the main question is put to the vote. Only one amendment shall be allowed to an amendment and any amendment more than one must be to the main question.

## 6.9.7 Reconsideration

1. A substantive resolution, by-law, or any matter that has been adopted by the Board within the past twelve months may be reconsidered by the Board subject to the following:

(1) a notice of motion to reconsider, given in accordance with this by-law, must be given by a Director on the prevailing side;

(2) a motion to reconsider, if duly moved and seconded, shall be considered at the next Regular Board Meeting following the Board Meeting that received the notice of motion to reconsider;

(3) 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; and

(4) a motion to reconsider shall not be considered more than once in a three month period.

2. A substantive resolution, by-law, or any matter that has been adopted by the Board for a period of more than twelve months may be reconsidered by the Board at any time provided notice of motion has been given at a previous Board Meeting; and provided further that:

(1) no discussion of the main question shall be allowed unless reconsidered; and

(2) after such motion to reconsider, no action shall be taken by the Board on the main motion until such reconsideration is disposed of.

## 6.10 Voting

### 6.10.1 Weighted Voting Guidelines Table for Kings Regional Service Commission

<b>Entity Name</b>	<b># of Votes</b>
Sussex	4
Valley Waters	2
Butternut Valley	4
Kings Rural District	2

### 6.10.2 Simple Majority, 1 Member/1 Vote

Except as hereinafter noted, all questions arising at any meeting of the Board concerning Administration, By-Laws, CEO HR matters, etc, shall be decided by a majority of votes (**1 member/1Vote**) of all the members present.

## Kings Regional Service Commission Procedural By-Law

---

6.10.3 Simple Majority, all the weighted votes of all members present.

A motion made at a meeting to cover Services and Infrastructure, for example: (a) a new multi-sport center or regional pool is identified, (b) the determination of who shall share the cost and the estimated total operating and capital costs, (c) the formula for cost sharing shall be established.

6.10.4 Two-thirds of weighted votes of the members of the Board present *who are receiving the service*, in the case of the setting of fees and approval of borrowing for service and non- service items within the annual budget process.

6.10.5 Two-thirds of the members of the Board present for the setting of fees or borrowing of money with respect to matters other than services.

6.10.6 Two-thirds of the voting members present who represent at least 51% of the total population represented by all voting members. Required for the RSC Annual Operating and Capital Budgets.

6.10.7 With the exception of the election of the Board Officers noted above, every question submitted to the Board shall be determined by show of hands.

6.10.7(a) Board Officer elections will be by secret ballot

6.10.8 Recording of Vote

Upon a division of the Board, the names of those who voted for and those who voted against the question shall be entered upon the minutes.

6.10.9 Chairperson Voting

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

6.10.10 Tie Vote

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

6.10.11 All Must Vote

Every Director who is present in the Board room when a question is put shall vote thereon unless the person declares that the person has a conflict of interest. If any Director persists in refusing to vote for other than the reason herein before stated, the person shall be recorded as voting in the affirmative on the question before the Board.

6.10.12 More Than One Distinct Vote

When the question under consideration contains more than one distinct point, upon the request of any Director the vote upon each point shall be taken separately.

# Kings Regional Service Commission Procedural By-Law

---

## 6.10.13 Result Declaration

After a question is finally put, no Director shall speak to the question nor shall any other motion be made until after the result has been declared.

## 6.10.14 Proxy Prohibited.

A member of the Board shall not be entitled to vote by proxy at a meeting of the Board.

## **7. ADMINISTRATION**

### **7.1 Registered Office;**

The registered office of the Commission shall be at: 27 Winter Street, Unit 1, Sussex, NB, E4E 2H9. The Board may, by resolution, change the address of the registered office of the Commission.

### **7.2 Corporate Seal**

The Commission may have a corporate seal which shall be as shown in the impression made in the margin hereof and may be changed by resolution of the Commission.

### **7.3 Fiscal Year**

The fiscal year of a Commission is the calendar year.

### **7.4 Execution of documents**

7.4.1 Signing Authority: Instruments in writing requiring execution by the Commission shall be signed on behalf of the Commission by the Chief Executive Officer, Executive Director of Tourism, Economic and Community Development, Director of Corporate Services, Planning Director or Solid Waste Director and one of the Chairperson or the Vice-Chairperson 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 others on behalf of the Commission to sign instruments in writing.

7.4.2 Where required by law 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.

7.4.3 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.

# Kings Regional Service Commission Procedural By-Law

---

7.4.4 The Chief Executive Officer has signing authority with one of either the Executive Director of Tourism, Economic and Community Development, Director of Corporate Services, Planning Director or Director Solid Waste to execute documents to a maximum amount of \$5,000.00 (five thousand) Any amounts exceeding \$5000.00, require the signature of the Chair or Vice Chair along with one of the Chief Executive Officer, Executive Director of Tourism, Economic and Community Development, Planning Director, Director Solid Waste or Director Corporate Services.

## **7.5 Banking**

The banking business of the Commission shall be transacted with such banks or credit unions 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.

## **7.6 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.

## **8. PROTECTION OF DIRECTORS AND OFFICERS:**

### **8.1 Limitation of Liability**

Every director and alternate and officer of the Board of Directors in exercising the person's powers and discharging the person's 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 monies, securities or effects of the Commission shall be deposited, or for any loss occasioned by any error of judgment or oversight on the person's part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of the person's 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.

### **8.2 Indemnity**

# Kings Regional Service Commission Procedural By-Law

---

The Commission shall indemnify a director, an alternate or officer, a former director or officer, and the person's 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/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a member or officer of the Commission, if:

(a) he/she acted honestly and in good faith with a view to the best interests of the Commission; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that the person's 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.

## **8.3 Insurance**

The Commission shall purchase and maintain insurance for the benefit of any person referred to in section 8.1 against any liability incurred by him/her in the person's capacity as a director or officer of the Commission.

## **9. DIRECTORS' REMUNERATION AND EXPENSES**

### **9.1 Directors' Remuneration**

The Directors of the Commission shall receive remuneration for attendance at Board meetings as well as Committees of the Board as follows:

Monthly Board Meetings and Annual Meeting	\$245.00 per meeting
Special Board Meetings, Committee Meetings, Events, Conferences, out of Region Meetings (travel time within the Region, if applicable, is to be included in the total hours claimed)	\$ 20.00 per hour, max. \$120/day

In addition to the remuneration for meetings the Chairperson of the Board shall be entitled to a monthly stipend of Two Hundred Dollars (\$200.00).

The amounts referred to herein may be adjusted annually effective January 1<sup>st</sup> based on the previous year's Consumer Price Index for Canada.

### **9.2 Directors' Expenses**

## Kings Regional Service Commission Procedural By-Law

---

The directors shall be reimbursed for travel and meals related to the attendance at Commission or committee meetings or otherwise in respect of the performance by them of their duties, in accordance with the prevailing provincial government policy and rates. Directors shall submit their expenses to the Director of Finance and Administration within 30 days of the end of the month in which the meeting(s) took place. Failure to do so will result in non payment

---

# Kings Regional Service Commission Procedural By-Law

---

## APPENDIX "A"

### Kings Regional Service Commission Statement of Disclosure

Name: \_\_\_\_\_

Date: \_\_\_\_\_

**I affirm the following:**

I have received and read the Procedural By-law for Kings Regional Service Commission, specifically those provisions related to Conflict of Interest and agree to comply with the provisions.

**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 the Kings Regional Service Commission contracts with (including vendors, consultants or other parties)? YES NO

If YES, please describe:

\_\_\_\_\_  
\_\_\_\_\_

Do you have, do you expect to have or did you have in the past 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 Secretary or Chief Executive Officer

Date: \_\_\_\_\_

# Kings Regional Service Commission Procedural By-Law

---

## APPENDIX "B" Code of Conduct

The Board of Directors is committed to teamwork and effective decision making. Toward this end board members will:

- Endeavour to represent the broader regional interests of members.
- Seek to balance their contribution as both advisor and learner.
- Refrain from trying to influence other board members outside of board meetings that might have the effect of creating factions and limiting free and open discussion.
- Be willing to be a dissenting voice, endeavour to build on other director's ideas, offer alternative points of view as options to be considered and invite others to do so too.
- On important issues, be balanced in one's efforts to understand other board members and to make oneself understood.
- Once a board decision is made, support the decision even if one's own view is a minority one.
- Not disclose or discuss differences of opinion on the board with those who are not on the board, with the exception of the Municipal council or Rural District that the board member represents. The board should communicate externally with one voice.
- Respect the confidentiality of information on sensitive issues, especially on personnel matters.
- Be an advocate for the organization whenever the opportunity arises in their own personal and professional networks.
- Disclose one's involvement with other organizations where such a relationship might be viewed as a conflict. (see conflict of interest policy)
- Refrain from giving direction, as an individual board member, to the Chief Executive Officer or any member of the staff, with the exception when board members are fulfilling their duties and responsibilities as a board member (ie: Chief Executive Officer's annual performance review.)
- Refrain from investigating or discussing the Chief Executive Officer's performance with staff or stakeholders.

The undersigned Board member of Kings Regional Service Commission agrees to follow the code of conduct:

\_\_\_\_\_

Board Member

\_\_\_\_\_

Date