

**MANAGEMENT REPORT TO METROLINX**

<b>Report Title:</b>	By-Law No. 4 – Procedural Matters				
<b>Report Number:</b>	LS 08-003	<b>Date to Board:</b>	June 13, 2008	<b>Date to Committee:</b>	
<b>Report To:</b>	<input checked="" type="checkbox"/> BOARD		<input type="checkbox"/> ADVISORY COMMITTEE <input type="checkbox"/> AUDIT COMMITTEE <input type="checkbox"/> GOVERNANCE COMMITTEE <input type="checkbox"/> HUMAN RESOURCES COMMITTEE <input type="checkbox"/> TECHNICAL ADVISORY GROUP <input type="checkbox"/> OTHER:		
<b>Report Referred From:</b>	N/A				
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<b>Item Class:</b>	IN CAMERA	<input type="checkbox"/>	DECISION	<input checked="" type="checkbox"/>	INFORMATION <input type="checkbox"/>

**1.0 RECOMMENDATION:**

*RESOLVED:*

**THAT** the amended text appended to report LS 08-003 as By-Law No. 4, being a by-law relating to general procedural matters, be approved and adopted as a by-law of the Corporation.

**2.0 PURPOSE & EXECUTIVE SUMMARY:**

The purpose of this report is to seek Board approval to adopt a procedural by-law which will codify the procedural rules generally observed at Board and Committee meetings, as well as continue to facilitate public participation in Metrolinx’s discharge of its statutory mandate, including, but not limited to, the development of the Regional Transportation Plan (RTP).

**3.0 BACKGROUND:**

An initial draft of the proposed by-law was presented to the Board at the April 25, 2008 Board Meeting as report LS 08-002.

At the April 25, 2008 Board Meeting, it was resolved:

*THAT* the proposed By-Law No. 4, being a by-law relating to general procedural matters, be referred back to staff until the next Board meeting and that Board members be encouraged to submit to staff their thoughts on amending the proposed By-law No. 4 in terms of delegations having access to the Board.

#### **4.0 DISCUSSION:**

On March 28, 2008 the Board approved a comprehensive consultation plan to facilitate and receive broad public and stakeholder commentary in respect of the preparation and completion of the Regional Transportation Plan (“RTP”). This consultation plan provides for a variety of forums, including charettes, town hall meetings, and conference-like activities, to be conducted between the release of the draft RTP, currently set for July 25, 2008, up to the time of completion of the RTP in early fall, 2008.

The Board has also evidenced its commitment to public consultation through its approval of an online, internet-based consultation portal, and its requirement that Board meetings be held open to the public in accordance with the terms of Governance Policy GP-07-001 Open Board Meetings Policy.

Following completion of the RTP and Investment Strategy, it is anticipated that public consultations in respect of the ongoing operations of the Corporation will continue as a matter of principle and good practice.

The initial draft of the proposed By-Law No. 4 sought to achieve a balance between the Board’s commitment to public consultation, on the one hand, and the Board’s necessary ability to make informed and timely decisions in order to keep within the required timelines, on the other.

At its April 25, 2008 meeting the Board reviewed the proposed By-Law and requested that it be made more flexible to provide increased opportunity for public delegations to appear before members of the Board. Such circumstances could foreseeably include: where significant public interest is evidenced in a matter for which no forum exists or is otherwise proposed, or where it is in the best interests of the Corporation that a certain matter be addressed directly to members of the Board.

In the following proposed amendment the determination of the manner in which such public delegations shall be heard resides with the Board; however, a minimum of three (3) Directors of the Board will be required to be present in order to receive such delegations. In addition, the results of any such delegations are to be reported back to the full Board.

The new Section 5.7 to the proposed amended By-Law No. 4 is as follows:

**Where the Board deems a matter to be of sufficient public interest and importance, it may from time to time create a task force composed of no less than three Board members and as many additional Board members who choose to participate for the purpose of hearing Delegations on the matter in question. Any task force so created shall conduct meetings and consultations in such manner as it deems fit and shall subsequently report back to the Board on the results of such consultations.**

**The appearance of Delegations before a task force in accordance with this Section 5.7 shall be governed by Sections 5.5 and 5.6 of this By-Law.**

**5.0 FINANCIAL MATTERS:**

N/A

**6.0 HUMAN RESOURCES MATTERS:**

N/A

**7.0 ENVIRONMENTAL MATTERS:**

N/A

**8.0 COMMUNICATION MATTERS:**

N/A

**9.0 LEGAL MATTERS:**

As described above.

**10.0 CONCLUSION:**

The Board has demonstrated its dedication to public participation in its processes. The revised proposed By-Law No. 4 strengthens this commitment, while at the same time continuing to ensure that Board decision-making remains efficient and effective.

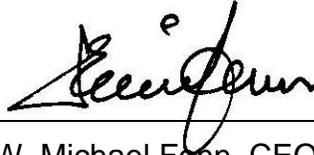
Respectfully submitted,

Approved for Submission to the Board



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Mary Martin, General Counsel &  
Corporate Secretary



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W. Michael Fenn, CEO

*Appendices:*

**Appendix A:** Proposed By-Law No. 4

*Staff & Others  
 Consulted:*

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*Notifications:*

Name	Mailing or E-mail Address
N/A	

*Special Instructions:*

N/A

**APPENDIX A**  
**GREATER TORONTO TRANSPORTATION AUTHORITY**  
**(the “Corporation”)**  
**BY-LAW NO. 4**  
**A BY-LAW RELATING TO PROCEDURAL MATTERS**

**Be it ENACTED** as a by-law of the Greater Toronto Transportation Authority as follows:

**ARTICLE 1**  
**INTERPRETATION**

**Section 1.1 Definitions.**

In the By-laws of the Corporation, unless the context otherwise requires:

“**Board**” means the board of Directors of the Corporation;

“**By-laws**” means this by-law and all other by-laws of the Corporation that may be passed from time to time;

“**Capital Plan**” means the rolling five-year capital plan for the Regional Transportation Area to be included in the RTP as required by section 6(2)(j) of the GTTA Act;

“**Chair**” means the Chair of the Corporation designated pursuant to section 10 of the GTTA Act, and in respect to a Committee, means the chair of the Committee;

“**Committee**” means an advisory or other committee, subcommittee, or similar group established by the Board or the Corporation;

“**Corporation**” means the Greater Toronto Transportation Authority (carrying on business as Metrolinx) established by the GTTA Act;

“**Delegation**” means a person or a group, association, corporation or other entity as represented by one (1) person;

“**Director**” means a Director of the Corporation appointed pursuant to section 9 of the GTTA Act;

“**Forum**” means any meeting between staff or other representatives of the Corporation and members of the public including, but not limited to, invitational meetings, public meetings or other forum(s) organized by the Corporation from time to time for the purposes of conducting public consultations on the RTP, Investment Strategy, Capital Plan or any other matter relating to the business or operations of the Corporation ;

“**GTТА Act**” means the *Greater Toronto Transportation Authority Act, 2006*, S.O. 2006, c. 16;

“**Investment Strategy**” means the investment strategy to be included in the RTP as required by section 6(2)(k) of the GTТА Act;

“**Meeting**” means any regular, special or other meeting of the Board or a Committee;

“**Member**” means any one of the Directors of the Corporation and, in relation to a Committee, any person appointed or elected to that Committee;

“**Motion**” means a formal proposal before the Board requesting that the Board take certain action;

“**Regional Transportation Area**” means the area that includes the geographic areas of the City of Toronto, the City of Hamilton, The Regional Municipality of Durham, The Regional Municipality of Halton, The Regional Municipality of Peel and The Regional Municipality of York and any additional area prescribed pursuant to the GTТА Act; and

“**Regional Transportation Plan**” or “**RTP**” means a transportation plan to be prepared by the Corporation for the Regional Transportation Area.

- 1.01 Unless defined in this by-law, words and expressions used in this by-law have the meaning ascribed to them in the GTТА Act.
- 1.02 Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative.

## **Section 1.2 Interpretation**

This By-law constitutes the Board approved process for public input contemplated by paragraph 8 of the Corporation’s Open Board Meetings Policy GP-07-001.

## **ARTICLE 2 GENERAL MATTERS**

### **Section 2.1 Purpose**

The purpose of this By-law is to codify certain procedural matters pertaining to the conduct of Meetings and to public Delegations in order to promote transparency, efficacy and efficiency in such circumstances.

## **Section 2.2 Conflict**

If there is a conflict between this By-law, the other By-laws and the GTTA Act, the following will prevail in order of precedence: the GTTA Act, the other By-Laws of the Corporation, and this By-Law. If there is a conflict between two or more rules in this By-law, or if there is no specific rule, the Chair will rule on the order of precedence.

## **Section 2.3 Parliamentary Procedure**

The Chair may use Board practices and former decisions, including previous Chair rulings, in applying this By-law. In addition, in making any ruling the Chair may refer to Bourinot's Rules of Order.

## **Section 2.4 Waiver**

The Board may, in its sole discretion, waive any of the requirements of this By-Law at any Meeting.

# **ARTICLE 3 RULES OF SPEAKING**

## **Section 3.1 Recognition**

All matters presented at Meetings shall be open for discussion by the Members. In order to ensure fairness and enable participation by all Members, a Member shall not speak until recognized by the Chair. In order to be recognized, the Member shall raise his/her hand and wait to be recognized by the Chair.

## **Section 3.2 Order of Speakers**

Where more than one Member seeks to speak on a matter before the Board or the Committee, as the case may be, the Chair shall maintain a list of such Members recognized in accordance with section 3.1. The Chair shall call on each Member to speak in the order set out on the Chair's list.

## **Section 3.3 Questions and Comments Directed to Chair**

When a Member has been called by the Chair in accordance with section 3.1 or 3.2, the Member shall direct his/her question or comment to the Chair and speak only to the matter under discussion.

## **Section 3.4 Opportunity to Speak**

Each Member shall be permitted an opportunity to speak to matters before the Board or Committee in accordance with this By-law. When a Member is speaking no other Member shall interrupt except to raise a point of personal privilege or point of order. The Chair will endeavour to recognize and give precedence to all first time speakers in accordance with section 3.6 of this By-Law.

### **Section 3.5 Request to Read Motion**

Any Member may require that the question or Motion under discussion be read at any time during the debate.

### **Section 3.6 Clarifications**

Except in those circumstances requiring an explanation of a material part of a Member's question or comment which may have been misunderstood, a Member shall speak only once on the matter at hand until every Member who wishes to speak has done so.

## **ARTICLE 4 RULES OF PROCEDURE**

### **Section 4.1**

A Member may make a Motion that:

- (a) affects the Meeting's procedures, as set out in this By-law; or
- (b) takes action on the matter that is currently before the Board or Committee for debate.

### **Section 4.2**

Motions made by a Member must be concise and unambiguous. A Member makes his or her Motion by stating it before the Motion at hand is put to a vote.

### **Section 4.3**

All Motions made in accordance with Sections 4.1 and 4.2 must be read or stated by the Chair. Thereafter, a Motion shall be deemed to be in the possession of the Board or Committee, as the case may be, but may be withdrawn by the originator at any time before a decision or amendment.

### **Section 4.4**

The following Motions are not in order:

- (a) a Motion that breaches this By-Law;
- (b) a Motion not germane to a matter being deliberated by the Board or Committee; or
- (c) a Motion on a matter beyond the Board or Committee's authority.

## **Section 4.5**

Schedule 1 forms part of this By-law and shall describe the form and standard descriptive characteristics of Motions commonly used by the Board and its Committees.

## **ARTICLE 5 PUBLIC DELEGATIONS**

### **Section 5.1 Principles of Public Participation**

Metrolinx has committed to an innovative, inclusive approach to a consultation process encouraging strong public interest and participation in shaping the transportation future of the Regional Transportation Area. These principles are supported by the GTTA Act and in the development of the RTP, Investment Strategy and Capital Plan. Any such participation may be made through written submissions to the Chair or CEO, electronic submissions on the Corporation's website, meetings with the Corporation's staff, public meetings, or presentations in accordance with the procedures of this By-Law.

### **Section 5.2 Forums**

Where it is determined by the Corporation that a Delegation:

- a) wishes to make submissions to the Corporation in accordance with this By-Law, and
- b) there exists a Board-approved process or Forum related to the subject matter of that Delegation's proposed submission,

such Delegation shall be directed by the Corporation to participate in that process or Forum for the purposes of making its submission.

### **Section 5.3 Application for Presentation**

A Delegation wishing to make submissions by way of an oral presentation to the Corporation relating to a matter for which no Forum or Board approved process appears to exist or be scheduled must submit an application in writing to the Office of the Chair, which application must:

- a) Be addressed to the Chair and be legible;
- b) Include the name and contact information, including phone number, facsimile number or electronic mail address, of the delegation seeking to make the presentation;
- c) Include a brief synopsis of the nature of the matter to be presented;
- d) Include a copy of the written materials, if any, to be submitted to the Corporation at the time of presentation;

- e) Not be defamatory, contain offensive language, or be personally critical of any individual member of the Board; and
- f) Indicate the Board Meeting at which the Delegation proposes to appear and make a submission relating to that Meeting's agenda.

An application for presentation may be transmitted by mail, hand-delivery, facsimile or electronic mail and may only consist of documents in printed form in order that the information may be reproduced and distributed in a timely fashion and in any event prior to 12:00 noon on the day prior to the board meeting.

All communications in respect of an application for presentation or otherwise are part of the public record, unless the author of the communication requests the removal of his or her personal information when submitting it, or the Corporation determines the personal information contravenes the Corporation's privacy policy and the privacy legislation to which the Corporation must comply.

#### **Section 5.4 Evaluation and Scheduling**

The Office of the Chair shall review applications and submissions under sections 5.3 and, where relevant, advise the Delegation on any matters which are incomplete in accordance with Section 5.3. Once the application for presentation is complete, the Office of the Chair shall determine whether there is an appropriate Forum or other arrangement for the receipt of such submissions other than a Meeting which may include one or more of the following:

- (a) an invitation to a meeting with Corporation staff;
- (b) an invitation to make submissions through the Corporation's website;
- (c) an invitation to attend an appropriate, scheduled Forum for the purposes of making the said presentation; or
- (d) the Corporation's undertaking to advise the Delegation of a future available Forum.

Where the Chair's Office determines that no such Forum or other arrangement is appropriate or adequate the Chair's Office shall submit to the Board for its consideration the Delegation's request to appear before the Board and so notify the Delegation of this action, subject to sections 5.5, 5.6 and 5.7.

#### **Section 5.5 Appearance at a Meeting**

In addition to those other rules that may be applicable under this By-law the following procedural rules shall apply to Delegations appearing at a Meeting:

- a) No person other than the Delegation may speak on the matter set out in the Meeting agenda and for not more than a total of five (5) minutes.
- b) A Delegate's submission must be restricted to a matter on the Meeting agenda.
- c) After completion of the Delegation's presentation, the Delegation may respond to questions from the Members.
- d) In no event shall the question and answer period following the Delegation's presentation exceed five (5) minutes.
- e) in the interests of hearing a full range of opinions, the Chair may direct related or repetitive delegations to select a common presenter

### **Section 5.6 Appearance at a Meeting of the Board**

Notwithstanding anything in this By-Law to the contrary, a Delegation shall not be permitted to appear before a Meeting without the prior approval of the Board made by way of resolution.

### **Section 5.7 Special Public Meetings**

**Where the Board deems a matter to be of sufficient public interest and importance, it may from time to time create a task force composed of no less than three Board members and as many additional Board members who choose to participate for the purpose of hearing Delegations on the matter in question. Any task force so created shall conduct meetings and consultations in such manner as it deems fit and shall subsequently report back to the Board on the results of such consultations.**

**The appearance of Delegations before a task force in accordance with this Section 5.7 shall be governed by Sections 5.5 and 5.6 of this By-Law.**

## **ARTICLE 6 RULES OF DECORUM**

### **Section 6.1 Rules of Decorum**

Delegations and all other persons present at a Forum or Meeting, must:

- a) Maintain order and not display signs or placards, heckle or engage in telephone or other conversation or any behaviour that may be considered disruptive;
- b) All cell phones and electronic devices shall be turned off and/or set to silent mode during a Forum or Meeting;
- c) Not speak disrespectfully about or to anyone;

- d) Not use offensive language;
- e) In the case of a Delegation speak only about the subject described in the application for presentation submitted under Section 5.3 of this By-law; and
- f) Comply with the requirements of this By-law and, where applicable, any rulings of the Chair at the Meeting.

The Chair, or in the case of a Forum, Corporation staff or representatives, may end a Delegation's presentation if there is disorder or failure to follow this By-law, and may require that the Delegation making the presentation and/or other persons present at the Forum leave the meeting.

## ARTICLE 7 EFFECTIVE DATE

### Section 7.1 Effective Date.

This by-law shall come into force on the date of its confirmation by the Directors.

**APPROVED** by the Board the \_\_\_\_\_ day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary

## Corporate Seal

**GREATER TORONTO TRANSPORTATION AUTHORITY  
BY-LAW NO. 4**

**SCHEDULE 1  
COMMON MOTIONS**

**A.1. Motion to Adjourn**

1.1 A Motion to adjourn:

- a) is always in order except as provided by this by-law.
- b) is not debatable.
- c) is not amendable.
- d) is not in order when a Director is speaking or during the verification of a vote.

1.2 A Motion to adjourn without qualification, if carried, brings a Meeting to an end.

1.3 A Motion to adjourn to a specific time, or to reconvene upon the happening of a specified event, suspends a Meeting to continue at such time.

**A.2. Point of Personal Privilege**

2.1 When a Director considers that his/her integrity or the integrity of the Board or Committee has been impugned, the Director may, as a matter of personal privilege and with the leave of the Chair, draw the attention of the Board or Committee, as the case may be, to the matter by way of a point of personal privilege. When a point of personal privilege is raised, it shall be considered and decided by the Chair immediately. The decision of the Chair on a point of privilege may be appealed to the Board.

**A.3. Motion to Postpone**

3.1 A Motion to postpone definitely (to a fixed time or date):

- a) is debatable, but only as to whether a matter should be postponed and to what time.
- b) is amendable as to time and/or date.
- c) shall have precedence over the motions to refer, to amend, and to postpone indefinitely.

**A.4. Motion to Refer (to Committee or Staff)**

4.1 A Motion to refer:

- a) is debatable.
- b) is amendable.

- c) shall take precedence over all amendments of the main question and any motion to postpone indefinitely, to postpone definitely or to table the question.

#### **A.5. Motion to Amend**

5.1 A Motion to amend:

- a) is debatable.
- b) is amendable.
- c) shall be relevant and not contrary to the principle of the report or Motion under consideration.
- d) may propose a separate and distinct disposition of a question provided that such altered disposition continues to relate to the same issue which was the subject matter of the question.

5.2 Only one Motion to amend an amendment to the question shall be allowed at one time and any further amendment must be to the main question.

#### **A.6. Motion to Postpone Indefinitely**

6.1 A Motion to postpone indefinitely:

- a) is debatable, and debate may go into the merits of the main question, which effectively stops a Motion and avoids a direct vote on the question.
- b) is not amendable.

#### **A.7. Point of Order**

7.1 The Chair shall decide all points of order. When a Director wishes to raise a point of order, the Director shall ask leave of the Chair and after leave is granted, the Director shall state the point of order to the Chair/Committee Chair, after which the Chair shall decide on the point of order. Thereafter, the Director shall only address the Chair for the purpose of appealing the decision to the Board. If the Director does not appeal, the decision of the Chair shall be final. If the Director appeals to the Board, the Board shall decide the question without debate and the decision shall be final.

#### **A.8. Motion to Waive the Rules**

8.1 A Motion to waive the rules:

- a) is not debatable.
- b) is not amendable.
- c) takes precedence over any Motion if it is for a purpose connected with that Motion and yields to a Motion to table.

## **A.9. Motion to Reconsider**

- 9.1 A Motion to reconsider a Board decision:
- a) is debatable.
  - b) is not amendable.
  - c) requires a majority vote approved by at least two-thirds of the Directors present, regardless of the vote necessary to adopt the motion being reconsidered.
- 9.2 The mover of a Motion to reconsider shall specify whether the reconsideration will address the entire original Motion or part of the original Motion.
- 9.3 If a Motion to reconsider is approved, reconsideration shall become the next order of business, unless the Motion to reconsider calls for a future definite date to consider the item.
- 9.4 The debate on the original Motion or part of the original Motion shall proceed as though it had never previously been voted on. To clarify, a simple majority vote will carry the item.