

**MANAGEMENT REPORT TO METROLINX**

<b>Report Title:</b>	By-Law No. 4 – Procedural Matters					
<b>Report Number:</b>	LS 08-002	<b>Date to Board:</b>	Apr. 25, 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 text appended 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 facilitate public participation in Metrolinx's discharge of its statutory mandate, including development of the Regional Transportation Plan (RTP). The proposed by-law, attached to this report as Appendix A, gives effect to the following:

- Promotes efficiency of Board meetings and decision-making processes;
- Supports Metrolinx's commitment to consult with the public in the creation of the RTP; and

- establishes a clear procedure through which such public consultations may occur without detracting from the Board's ability to consider and make decisions in a timely manner.

### **3.0 BACKGROUND:**

Under Section 12 of the *Greater Toronto Transportation Authority Act, 2006* (GTTA Act), Metrolinx's Board of Directors may make by-laws governing its proceedings and generally for the conduct and management of the business and affairs of the Corporation. To date three of such By-laws have been approved by the Board: By-Law No. 1 provides for the general operation of the Corporation, By-Law No. 2 sets out the Corporation's borrowing authority, and By-law No. 3 establishes the Advisory Committee. The proposed By-law No. 4 provides for Meeting procedural matters and public deputations.

Section 6 of the GTTA Act requires that Metrolinx consult with the public in creating the RTP "as and in the manner that the Corporation's board of directors considers appropriate."

On April 27, 2007 the Metrolinx Board of Directors approved and adopted Governance Policy 07-001 – Open Board Meetings.

Section 8 of the policy addresses public delegations and provides that "unsolicited delegations, submissions, questions, or statements from the public in attendance at Board meetings that are germane to the mandate of the GTTA will be accommodated through board approved processes for public input which could include appearing before a GTTA Advisory Committee." One purpose of the proposed By-law No.4 is to codify a board approved process for public delegations and submissions.

### **4.0 DISCUSSION:**

Metrolinx has committed to delivery of the RTP by the Fall, 2008. In order to meet this aggressive deadline, Board meetings must be limited to matters requiring immediate Board resolution or direction. Board meetings must also provide Board members with adequate time to consider and debate issues requiring decisions and directions.

Public consultation on the development of the RTP is also critical. Establishing an efficient and effective procedure through which public consultation is facilitated and informed Board decisions made is required to satisfy the Board's obligations and meet the RTP deadlines.

Appropriate delegation of work is necessary to deliver and implement the RTP within a short timeframe. The Board of Directors look to the various Committees and other groups and forums established from time to time by Metrolinx to provide the Board with analysis and advice.

For example, the Multi-Disciplinary Expert Review Panel (MERP) has been established to provide advice on the development of the RTP by providing quality assurance in respect of all discussion papers and the draft RTP.

The Advisory Committee's mandate is to assist the Board in developing the RTP by providing recommendations to the Board based upon the Committee's review of consultation papers and analysis of public and stakeholder input.

The Committees are not structured to receive input directly by way of public presentations. Through Metrolinx's consultation strategy more appropriate forums are available to consider, assess and make recommendations to the Committees and to the Board based on public input and feedback. The Board will in turn rely on such advice to make timely decisions.

Specifically, the Board has directed staff to develop and implement a wide range of public and stakeholder consultation mechanisms, focusing on accessibility, geographic coverage, stakeholder consultation and innovative tools. These have been very well received and have provided the Board with many useful suggestions and comments.

These Board sanctioned forums should be given the weight and precedence they deserve. In addition to participating in and receiving reports from these public consultation processes, the Board will want to avoid appearing to diminish the value and significance of these processes. It is staff's view that allowing selected deputations creates a parallel process which might have this effect or appearance. Providing access to its regular Board meetings by any one stakeholder can reasonably be expected to lead to similar requests from many others. In such circumstances, the significance and effectiveness of established public consultation processes may well be degraded and short-circuited.

As a result, this by-law establishes that, with specified exceptions, the general principle is that public deputations to the Corporation should be heard in established public consultation forums and processes.

On the other hand, to ensure that important public input is not lost in any instance where the Chair's Office determines that Metrolinx's consultation forums and other vehicles are not available or adequate, the proposed by-law contemplates that the Chair may ask the Board to consider a resolution permitting a particular public delegation to address the Board in accordance with the terms of the by-law. Based on Metrolinx's thorough consultation process it is contemplated that these circumstances will be the exception and not the rule.

The proposed By-Law No. 4 is attached as Appendix A.

## **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 adopted an aggressive meeting schedule. In order to be effective, it is imperative that Board processes be efficient. Codifying procedural matters will assist the Board in achieving this objective by creating transparency and certainty of process.

The significance of public consultation in completing the RTP is reinforced by the enabling legislation. The RTP must reflect public concerns and issues. Public consultation will be a resource to Metrolinx's Board of Directors, staff, and consultants in preparing the RTP. By-Law No. 4 upholds this objective without sacrificing Board meeting efficiency and RTP deliverable imperatives.

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 ;

“**GTTA 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 GTTA 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 GTTA 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 GTTA 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 and 5.6.

### **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 of the Board without the prior approval of the Board made by way of resolution.

## **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.