

**THE CORPORATION OF THE  
TOWNSHIP OF EDWARDSBURGH/CARDINAL  
BY-LAW NO. 2011-31**

**"A BY-LAW TO ADOPT A POLICY WITH RESPECT TO  
CLOSED MEETING PROCEDURES"**

**WHEREAS** the *Municipal Act 2001*, SO 2001, c.25 states that with exceptions, all meetings shall be open to the public;

**AND WHEREAS** the Township of Edwardsburgh/Cardinal is committed to accountability and transparency in local government, and acknowledges that the municipality is responsible to adhere to closed meeting requirements as set out in the *Municipal Act 2001*, SO 2001, c.25;

**AND WHEREAS** it is deemed desirable to adopt a Closed Meeting Procedures Policy to provide clarity for staff, Council, Committees, Boards and the public on processes to be followed before, during and after a closed meeting;

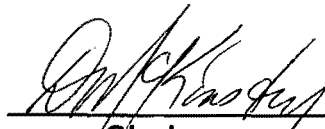
**NOW THEREFORE** the Council of the Corporation of the Township of Edwardsburgh/Cardinal enacts as follows:

1. The Closed Meeting Procedures Policy attached hereto as Schedule "A" and forming part of this by-law is hereby adopted.
2. This by-law will come into force and take effect on its passing.

Read a first and second time in open Council this 25<sup>th</sup> day of April, 2011.

Read a third and final time, passed, signed and sealed in open Council this 25<sup>th</sup> day of April, 2011.

  
\_\_\_\_\_  
Mayor

  
\_\_\_\_\_  
Clerk

## **Schedule “A” By-law 2011-31 Closed Meeting Procedures Policy**

**Purpose:** The *Municipal Act, 2001 as amended* states that all meetings shall be open to the public, with some exceptions. The purpose of this policy is to provide clarity on when closed meetings are to be held and the processes to be followed by staff, Council and Committee members. These processes are designed to help ensure that the municipality adheres to the standards of accountability and transparency as set out in the *Municipal Act, 2001 as amended*.

**Definitions:**

“Body”	Means Council, a Committee of Council, Sub-committees or Ad Hoc committees of Council, or Local Board.
“CAO”	Means the Chief Administrative Officer of the Township of Edwardsburgh/Cardinal
“Chair”	Means the chair of the body.
“Clerk”	Means the Clerk of the Township of Edwardsburgh/Cardinal
“Closed Meeting”	Means a meeting closed pursuant to the <i>Municipal Act, 2001 as amended</i> . The term “in camera” means closed meeting.
“Council”	Means the Council of the Corporation of the Township of Edwardsburgh/ Cardinal.
“Member(s)”	Means the members of the respective body.
“Ombudsman”	Means the Ombudsman of Ontario
“The Act”	Means the <i>Municipal Act, 2001 as amended</i> .
“The municipality”	Means the Corporation of the Township of Edwardsburgh/Cardinal
“Township”	Means the Corporation of the Township of Edwardsburgh/Cardinal
<b>Effective Date:</b>	This policy will come into force and effect upon passage of By-law 2011-31 and forms Schedule “A” to By-law 2011-31.
<b>Scope:</b>	This policy will apply to the Council of the Township of Edwardsburgh/ Cardinal and all Committees of Council, including sub-committees, ad hoc committees and Local Boards.

### **Closed Meeting Procedures:**

#### **Part 1 – Legislative Authority**

Meetings shall only be closed to the public if they are so authorized under the *Municipal Act, 2001 as amended*. Section 239 (2) states that a meeting or part of a meeting may be closed to the public if the subject matter being considered is:

- a) the security of the property of the municipality or local board;
- b) personal matters about an identifiable individual, including municipal or local board employees;
- c) a proposed or pending acquisition or disposition of land by the municipality or local board;
- d) labour relations or employee negotiations;
- e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board;

- f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- g) a matter in respect of which a council, board, committee or other body may hold a closed meeting under another Act.

Section 239 (3) states that a meeting shall be closed to the public if the subject matter relates to the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act* if the council, board, commission or other body is the head of an institution for the purposes of that Act.

Section 239 (3.1) states that a meeting of a council or local board or of a committee of either of them may be closed to the public if the following conditions are both satisfied:

- 1. The meeting is held for the purpose of educating or training the members.
- 2. At the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the council, local board or committee.

## **Part II – Before the Meeting**

### **1. Meetings Must Begin and End in Public**

It is the policy of the Township that a body shall only move into a closed meeting after first convening an open meeting. At a minimum, meetings shall first be convened openly and members provided an opportunity to disclose any pecuniary interest, followed by the passing of a resolution or motion to move into closed meeting. The body shall adjourn the closed meeting by motion and return to open meeting, at which time the Chair, in accordance with this policy, will then report out and then the open meeting may adjourn.

### **2. Notice**

As noted in Section 1, all meetings must begin and end in public. Notice of closed meetings is therefore incorporated into the municipality's practice for providing notice of open meetings, which is set out in the Notice By-law. The closed meeting and nature thereof is listed on the agenda of the open meeting.

### **3. Agendas**

Closed meetings are to be listed on the agenda after Question Period, as outlined in the Procedural By-law. In the event it is necessary to change the order of proceedings to move the closed meeting earlier in the in the agenda, consent of the body is required. Closed meeting minutes of the body's previous closed meeting should be listed in the closed meeting section of the agenda for approval.

Closed meetings are to be listed on the agenda in such a way as to provide the most information possible without compromising confidentiality. For example:

#### **1. Closed Session**

- a) Approval of Previous Closed Meeting Minutes – April 22, 2010
- b) Litigation Matter – Litigation Regarding a Property Located at 123 Example Avenue

### **4. Multiple Closed Meeting Discussions in One Meeting**

Should it become necessary to address more than one closed meeting matter on one agenda, the agenda shall list each closed meeting matter separately. Following the closed meeting and once the open meeting has resumed, the Chair will then report out on each of the closed meeting matters in the open meeting in accordance with Part IV of this policy.

### **5. Closed Meeting Minutes/Reports/Supplemental Materials**

Closed meeting minutes, reports and supplemental materials such as (but not limited to) letters from solicitors will be marked "Confidential" and prepared on goldenrod paper. Staff will consult with the Clerk in determining if the matter meets the criteria for a closed meeting and if reports/supplemental materials should be marked "Confidential".

Closed meeting reports shall use the standard report format and shall include a title that will appear on the open meeting agenda. Report authors should consider using titles for closed meeting reports that provide as much information to the public as possible without releasing information that must remain confidential.

Closed meeting materials, including closed meeting reports, supplemental materials and draft closed meeting minutes will be circulated at the direction of the Clerk and/or CAO.

Closed meeting material circulated in hard copy will be prepared on goldenrod paper and marked "Confidential". Closed meeting material to be circulated electronically via e-mail will be circulated separately from open meeting material and the email will be marked "Confidential" in the subject line.

The onus remains with the members, staff and recipients to respect the confidentiality of closed meeting material.

### **Part III – During the Meeting**

#### **6. Resolution to Move into a Closed Meeting**

A resolution to move into a closed meeting must be in writing and must identify the time the body moved into the closed meeting, as well as the section of the Municipal Act that authorizes the closed meeting. The resolution must also state the general nature of the matter to be discussed in the closed meeting.

The Municipal Act, 2001 as amended, Section 239 states:

- (4) Before holding a meeting or part of a meeting that is to be closed to the public, a municipality or local board or committee of either of them shall state by resolution,
- a) the fact of the holding of the closed meeting and the general nature of the matter to be considered at the closed meeting; or
  - b) in the case of a meeting under subsection (3.1) (Educational or training sessions), the fact of the holding of the closed meeting, the general nature of its subject matter and that it is to be closed under that subsection.

#### **7. Example of a Resolution to Move into Closed Meeting**

The resolution to move into a closed meeting must state the general nature of the subject matter. Examples of descriptions to follow "Specifically" in the attached sample resolution may include:

- Specifically: With respect to litigation regarding a property located at 123 Example Avenue
- Specifically: To receive advice subject to solicitor-client privilege with respect to a potential lawsuit
- Specifically: To discuss labour relations or employee negotiations with CUPE

Please see Schedule 1 attached for an example of the resolution to move into closed meeting.

#### **8. Discussion and Voting in Closed Meeting**

It is the responsibility of the Chair to prohibit discussion of any matter that was not disclosed in the resolution authorizing the closed meeting.

Voting during a closed meeting is restricted to procedural matters, such as referring, tabling or deferring a matter, and providing instruction to staff.

#### 9. Example of a Closed Meeting Resolution

All resolutions in a closed meeting shall be in writing. It is the responsibility of the Clerk or designate to have blank resolutions prepared for completion during the course of the closed meeting. An example of a resolution providing direction to staff is attached as Schedule 2.

#### 10. Resolution to Adjourn Closed Meeting and Return to Open Meeting

At the conclusion of the discussion, the body must pass a written resolution to adjourn the closed meeting and return to the open meeting. An example of such a resolution is attached as Schedule 3.

### Part IV – After the Meeting

#### 11. Chair Reporting Out in Open Meeting

After the closed meeting ends and the open meeting resumes, the Chair shall publicly report that the matters discussed were those authorized by the resolution to move into closed meeting. Additionally, the Chair shall report any votes that were taken in accordance with Part III, Section 8 of this policy. For example, the Chair would restate the general nature of the matter discussed and report that a resolution was passed providing instruction to staff.

#### 12. Format of Closed Meeting Minutes

Minutes are required for all closed meetings. The *Municipal Act, 2001 as amended* states in Section 239(7): A municipality or local board or a committee of either of them shall record without note or comment all resolutions, decisions and other proceedings at a meeting of the body, whether it is closed to the public or not.

The recording secretary for closed meetings shall be the Clerk or an individual designated by the Clerk. The CAO shall determine which members of staff shall be present during a closed meeting.

At a minimum, minutes of a closed meeting shall contain the following:

- a) The date, time and place at which the meeting took place\*
- b) Those in attendance at the meeting\*
- c) The time the meeting was called to order\*
- d) Any disclosure of pecuniary interest\*
- e) The resolution to move into the closed meeting, including the time it took place, the section of the Municipal Act authorizing the closed meeting, and the general nature of the matter\*
- f) All resolutions passed while in the closed meeting
- g) The closed meeting adjournment resolution, including the time the open meeting resumed\*
- h) The report out by the Chair\*
- i) The signature of the Chair and Secretary.

\*Items are also to appear in open meeting minutes.

#### 13. Approval of Closed Meeting Minutes

Closed meeting minutes containing resolutions, decisions or directions will be approved by the body at the time of the next closed meeting. The closed meeting minutes will be approved in a closed meeting.

#### 14. Confidential Documents Kept by the Clerk

All confidential documents, including closed meeting minutes, closed meeting resolutions, closed meeting reports, and confidential supplemental materials shall be kept in a secure location by the Clerk of the municipality.

## **Part V – Closed Meeting Complaints and Closed Meeting Investigations**

### **15. Closed Meeting Complaints**

The Township of Edwardsburgh/Cardinal has not appointed a closed meeting investigator.

In accordance with Section 239 of the Municipal Act, 2001 as amended members of the public, including corporations, may request that an investigation of whether a municipality or local board has complied with Section 239 or a municipal procedural by-law in respect of a meeting or part of a meeting that was closed to the public be undertaken by the Ombudsman appointed under the Ombudsman Act.