

CPR Organization and Procedures By-law: Proposed Updates

ANNUAL GENERAL MEETING–NOVEMBER 28, 2024

Summary

As per *The Planning Act*, *Capital Planning Region (CPR) Regulation*, and *The Corporations Act*, the Winnipeg Metropolitan Region (WMR) Board must prepare a corporate by-law respecting the procedures of the board and the conduct of its affairs, establishing a code of conduct and conflict of interest policy. The WMR’s *Capital Planning Region Organization and Procedures By-law* (By-law Number 1) was established in 2023 to meet this requirement. Changes are proposed to By-law Number 1 to reflect procedural updates, as well as the preparation of an Electronic Meeting practices and procedures policy.

Discussion

The CPR operating as the WMR was established as a statutory corporation in 2023. Part of the statutory requirements of establishing the corporation was to develop a corporate by-law to set the procedures of the board and the conduct of its affairs, and to establish a code of conduct and conflict of interest policy. WMR’s By-law Number 1 was approved by the WMR Board on April 26, 2023. Since its approval, necessary procedural updates have become apparent as the WMR Board operationalizes By-law Number 1.

Table 1 identifies changes proposed to By-law Number 1 by the WMR Administration. Changes proposed are to address procedural gaps identified since operationalizing the by-law in April 2023. It should be noted that given the introduction of *Bill 42—The Planning Amendment Act* in November 2024 and the Bill 37 statutory review, additional, more substantial changes to the WMR’s By-law Number 1 may be required in 2025. As such, no substantive amendments are proposed to the public hearing content of By-law Number 1 due to the uncertainty surrounding potential legislative amendments associated with the Bill 37 statutory review. Until the legislative direction is clarified, making premature changes may lead to inefficiencies and misalignment with provincial expectations.

Additionally, By-law Number 1 clause 6(2) states that “the Executive Director shall establish practices and procedures for participation by Directors and the Public at an Electronic Meeting”. This has yet to be prepared and implemented. However, over the course of 2024 it became apparent that such direction is required to guide the electronic components of board meetings and public participation.

Table 1 identifies the current text of the by-law in the column labeled as “Item”. The proposed change to the by-law is included in the column labeled as “Proposed Change”. Proposed new text is written in green text and proposed text to remove is written in red-strikethrough text. A rationale is provided for the proposed changes.

Table 1. Proposed Changes to Capital Planning Region Organization and Procedures By-law

Item	Proposed Change	Proposed Change Rationale
Title: <i>Capital Planning Region Organization and Procedures By-law</i> (By-law Number 1)	<i>Capital Planning Region Organization and Procedures By-law</i> (By-law Number No. 1/2023)	Integrates a by-law referencing system that incorporates the year when a by-law was passed. Reflects best practice around the region.
Clauses 4(1), 4(2), 4(3), 6(4), 10(2)c, 14(2)b, 14(2)d, 15(5), 15(11), 16(3), 16(5)d, 19(1), 19(2), 21(3)	Change all use of the term “will” to “shall”	Ensures consistency in terminology.

<p>2(2) To the extent that a procedural matter is not dealt with in the Act or this By-law, the Board may refer to Robert’s Rules of Order Newly Revised.</p>	<p>2(2) To the extent that a procedural matter is not dealt with in the Act, the CPR Regulation, or this By-law, the Board may refer to Robert’s Rules of Order Newly Revised.</p>	<p>Reflects that some procedural matters may also be included in the CPR regulation.</p>
<p>4(1) An Annual General Meeting of the Board will be held each year as part of the last Regular Board Meeting of that year.</p>	<p>4(1) An Annual General Meeting of the Board willshall be held each year as part of the last Regular Board Meeting of that year in November, separate from the Regular Board Meeting. The Annual General Meeting shall have its own distinct agenda and adjournment, separate from the Regular Board Meeting.</p>	<p>Avoids confusion and ensures clarity for attendees about which matters pertain to the AGM versus regular board business.</p>
<p>4(2) Date, time and place of Regular Board Meetings for the next following year will be set each year at the Annual General Meeting and may subsequently be amended by Resolution of the Board.</p>	<p>4(2) Date and time and place of Regular Board Meetings for the next following year will shall be set each year at the Annual General Meeting and may subsequently be amended by Resolution of the Board. Notice of the place of Regular Board Meetings shall be made available at least one month prior to the meeting.</p>	<p>Provides flexibility in organizing the location of board meetings.</p>
<p>4(3) All Annual General Meetings and Regular Board Meetings will be open to members of the Public except for any portion of the meeting that has been determined to be a Closed Meeting in accordance with this By-law.</p>	<p>4(3) All Annual General Meetings and Regular Board Meetings will shall be open to members of the Public except for any portion of the meeting that has been determined to be a Closed Meeting in accordance with this By-law. The Annual General Meeting or Regular Board Meetings may be made open to the public via an Electronic Meeting as per the requirements of this By-law.</p>	<p>Provides flexibility in how the public may access a board meeting or public hearing.</p>
<p>n/a</p>	<p>4(4) Corporate by-laws and policies shall be reviewed at minimum on an annual basis at the Annual General Meeting. Corporate by-laws and policies may be reviewed as required throughout the year and shall be amended by Resolution of the Board. This excludes the review of the regional planning by-law and subsidiary plans and policies which</p>	<p>Provides clarity as to expectations.</p>

	are subject to legislated schedules and processes.	
7(5) All information, documentation, notes or deliberations received, reviewed, or taken in a Closed Meeting are confidential and must not be released to the Public or any individual not entitled to be present at the Closed Meeting except that a Board member may share information from a Closed Meeting with the Council of the regional member municipality that they represent, but only in a Closed Meeting of that Council.	7(5) All information, documentation, notes or deliberations received, reviewed, or taken in a Closed Meeting are confidential and must not be released to the Public or any individual not entitled to be present at the Closed Meeting except that a Board-member Director may share information from a Closed Meeting with the Council of the regional member municipality that they represent, but only in a Closed Meeting of that Council.	Consistency with established definitions.
11(1) The Board may by Resolution establish Committees which may be comprised of Board members and such other appointees as the Board deems appropriate.	11(1) The Board may by Resolution establish Committees which may be comprised of Board-members Directors and such other appointees as the Board deems appropriate.	Consistency with established definitions.
13(2) e. the Regular Board Meeting agenda shall, together with copies of supporting materials for each agenda item, be distributed to Board members via email a minimum of one (1) week in advance of the scheduled time of the Regular Board Meeting;	13(2) e. the Regular Board Meeting agenda shall, together with copies of supporting materials for each agenda item, be distributed to Board-members Directors via email a minimum of one (1) week in advance of the scheduled time of the Regular Board Meeting;	Consistency with established definitions.
15(1) Board Members sitting at a Public Hearing constitute an impartial body that must consider all sides of the merits of the application in a Public forum before making a decision. Contact with members of the Public, including the Proponent, outside of the Public Hearing forum to discuss matters related to the application is not permitted.	15(1) Board-Members Directors sitting at a Public Hearing constitute an impartial body that must consider all sides of the merits of the application in a Public forum before making a decision. Contact with members of the Public, including the Proponent, outside of the Public Hearing forum to discuss matters related to the application is not permitted.	Consistency with established definitions.
n/a	17(2) c. The use of props, banners, displays, and clothing with inappropriate language or messages that could be construed	Refines and provides clarity as to expectation.

	as inflammatory shall not be permitted.	
18(1) f. Tabling Resolution i. If a Director feels that the decision and vote on a Resolution needs to be delayed for whatever reason, the Director can move to table the Resolution. ii. A Director must be recognized by the Chair in order to move a tabling Resolution. iii. A tabling Resolution requires a seconder and must indicate a specific date or period of time for which the Resolution is to be tabled. iv. The debate permitted in respect of a tabling Resolution shall be limited in substance the duration of the tabling period.	18(1) f. Tabling Resolution i. If a Director feels that the decision and vote on a Resolution needs to be delayed for whatever reason, the Director can move to table the Resolution after a motion has been seconded, but prior to being voted on. ii. A Director must be recognized by the Chair in order to move a tabling Resolution. iii. A tabling Resolution requires a seconder and must indicate a specific date or period of time for which the Resolution is to be tabled. iv. The debate permitted in respect of a tabling Resolution shall be limited in substance to the duration of the tabling period.	Refines and provides clarity as to expectation.
19(4) A Resolution on notice is not debatable until a Board member moves the Resolution.	19(4) A Resolution on notice is not debatable until a Board member Director moves the Resolution.	Consistency with established definitions.
20 (1) Any time before a vote is taken by the Board, a Board member may request that the vote be recorded. (2) When a vote is recorded, the minutes must indicate which Board member requested the recorded vote and list the Directors voting for or against the Resolution.	20 (1) Any time before a vote is taken by the Board, a Board member Director may request that the vote be recorded. A recorded vote shall be requested after a motion has been seconded, but prior to being voted on. (2) When a vote is recorded, the minutes must indicate which Board member Director requested the recorded vote and list the Directors voting for or against the Resolution.	Refines and provides clarity as to expectation.

Recommendations

That the proposed changes to By-law Number 1 included in Table 1 be adopted by the WMR Board.

That the WMR Board direct the WMR Administration to develop an Electronic Meeting policy for review by the board that will direct the practices and procedures of the WMR Directors and the public related to Electronic Meetings.