

1. Mandate

The mandate of the Outdoor Digital Signage Hearing Committee is to review digital sign requests for the Elmvale Outdoor Digital Sign that do not fall within the Outdoor Digital Signage Policy and determine if the request is to be approved or denied.

Decisions of the Committee are final. There is no appeal mechanism for requests that are denied. Requestors will be permitted to speak to their request at the hearing.

2. Committee Composition and Appointments

The term of office of the committee is the same as the term of office of Council. Currently, that is a four (4) year term.

The Committee will consist of a maximum of three (3) members, which will comprise of:

- Three (3) Council Member Representatives
- The Mayor is an ex-officio member.

3. Commencement of Term

The term of appointment commences after the Inaugural Meeting of the new Council and generally ends at the conclusion of Council's term.

At the first meeting of the term of the newly appointed committee, the following must occur:

- Elect a Committee Chair

The Recording Clerk calls for nominations of the Chair. A member of the Committee can make a nomination which must be seconded by another member of the Committee. When all nominations have been received, the Recording Clerk closes nominations. Votes are then cast. If there is a tie vote, ballots will be cast for the tied nominees until such time as a nominee receives the majority of the votes.

4. Meetings

The committee will meet and deliberate on requests as required. Meeting hearings will be automatically triggered by when requestors submit content that is not permitted under the Outdoor Digital Signage Policy for the Elmvale Outdoor Digital Sign.

There may be multiple hearings within a single meeting. Each hearing will relate to a single request unless the Committee passes a motion to address multiple requests made by a single requestor.

Requestors will be permitted to speak to their request at the hearing, for no longer than 5 minutes.

The committee will conduct its meetings electronically. The meetings will be open and transparent to members of the public.

The committee shall be deemed to be a Committee of Council and shall adhere to any policies and procedures as provided for under the *Municipal Act, 2001*, as amended and the Township's Procedure By-law, and any other applicable legislation.

Where there is a conflict between these Terms of Reference, the *Municipal Act, 2001* or any other Act or Regulation governing the Committee, the Act shall prevail.

5. Attendance by Committee Members

If a member is unable to attend a meeting, he/she should inform the Chair and Recording Clerk.

If the Chair is absent for three (3) consecutive meetings through illness or otherwise, the committee may appoint an Acting Chair or a new Chair, as deemed appropriate. While presiding, the Acting Chair shall have all the powers of the Chair.

6. Quorum

A quorum is a majority of the whole number of committee members; more than 50% is necessary to form a quorum to exercise its decision-making authority.

If there is no quorum within thirty minutes after the time appointed for the meeting, the Recording Clerk shall call the roll and record the names of the members present, and the meeting shall stand adjourned until the next meeting is called.

Where one or more members have declared a Conflict of Interest, and the remaining number of Members do not constitute a quorum by their numbers, then, despite any other general or special Act, the remaining number of Members shall be deemed to constitute a quorum, provided such number is not less than two. As the committee is only comprised of three members, should two members declare a Conflict of Interest, the Mayor, as ex-officio, shall step in for that specific item. Should a situation arise where at least two members are not possible due to conflict of interest, the matter shall be brought forward to Council as a whole for consideration.

7. Responsibilities and Protocol

Responsibilities of Committee Members

Committee members shall:

- Perform their duties in a manner that maintains and enhances public confidence in the integrity, objectivity and impartiality of the Township;
- Adhere to the *Municipal Conflict of Interest Act* and clearly identify any items of pecuniary interest before they are discussed and refrain from discussing and voting on same;

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- Not be under an obligation to any person who might benefit from special consideration or favour from the member or who might seek, in any way, preferential treatment;
 - Not benefit from the use of information acquired during the course of official duties that is not generally available to the public;
 - Be professional, courteous and respectful with other members, Council, administration and the general public. In doing so, will not publicly criticize Elected Officials, administration or other members and respect the decisions of Council;
 - Maintain confidentiality when necessary, and ensure personal information controlled by the Township is used or disclosed in compliance with the *Municipal Freedom of Information and Protection of Privacy Act* (MFIPPA);
 - Understand the committee's relationship to Council;
 - Strive to attend all scheduled meetings and advise in advance when unable to attend (to determine if there is going to be a quorum);
 - Prepare for meetings by reading agendas and any background information supplied and by actively participating in the discussion and decision-making process;
 - Undertake any work assigned, including special projects and research, between meetings;
 - Operate under the Township's Procedural By-law, as well as other Township policies and procedures where applicable;
 - Respect that actions taken and/or recommendations shall reflect the majority view of the committee.

Responsibilities of Chair

The Chair holds the following responsibilities:

- Operate under the Township's Procedural By-law;
- Facilitate the meeting by identifying the order of proceedings and speakers according to the published agenda;
- Maintain decorum and ensure fairness and accountability;
- Generally refrain from participation in the discussion until all members have had an opportunity to speak to the matter;
- Refrain from making decisions. The Chair can only run a meeting in a fair and efficient manner when the will of the majority prevails after the minority has had a fair chance to present its point of view;
- Assist staff liaison/recording clerk when possible or when requested;
- Represent the views of the committee and not personal views.

Responsibilities of Recording Clerk

As a non-voting member, the responsibilities of the recording clerk are to:

- Prepare the agenda for each meeting in consultation with the Committee Chair;
- Distribute the agenda to the committee members as outlined in Township's Procedural By-law;
- Post agendas, minutes and meeting dates/times to the Township's website as outlined in Township's Procedural By-law;
- Record the minutes of the meeting, including resolutions, decisions and other proceedings at the meeting, without note or comment;
- Submit the approved minutes of each committee meeting for inclusion on the Regular Council agenda for Council's consideration;
- Report any resignations of committee members to the Township Clerk;
- Book electronic meetings;
- When necessary and in consultation with the Chair, cancel a meeting (due to inclement weather or provide knowledge of lack of quorum), if time permits, the members should be contacted to advise of the cancellation.

8. Agendas & Minutes

Agenda items should be relevant to the business of the committee and should only include items that require the attention or action of the committee.

Minutes of meetings represent a clear and accurate account of the business conducted by the committee. Minutes provide a permanent and official record of all proceedings, policy and budgetary decisions. Minutes should only reflect actions and not discussions.

The recording clerk will include the minutes of the previous meeting on the agenda for the next, regularly scheduled committee meeting for approval.

9. Rules of Procedure & Records

The Procedural By-law shall apply to all committees, a copy of which shall be provided to all members. Where the by-law is silent, the Township Clerk or their designate is available to assist committees with the interpretation of the rules.

Under Section 2(3) of the MFIPPA, as amended, records relating to the business of the municipality, created or received by a body considered part of the municipality, are accessible under the Act.

10. Conflict of Interest

A conflict of interest may arise for committee members appointed by Council when their personal or business interests clash with or affect the duties and decisions of the

committee. These members are required to adhere to the *Municipal Conflict of Interest Act*, which contains strict rules regulating their participation in matters to which they have a direct or indirect pecuniary interest. The onus to declare a conflict of interest lies with the member and not municipal staff.

At a meeting at which a member discloses an interest, or as soon as possible afterwards, the member shall file a written statement of the interest and its general nature with the clerk of the municipality or the recording clerk of the committee.

Committee members can seek advice from the Township's Integrity Commissioner respecting their obligations under the Township's Code of Conduct for Council, Committees and Boards, local ethical behaviour procedures, rules or policies governing the members, and the *Municipal Conflict of Interest Act*.

11. Committee Member Conduct

Committee members shall, at all times, follow the policies and procedures set out in the Township of Springwater's Council/Committee Code of Conduct.

All committee members shall also comply with all applicable Township policies and procedures, including but not limited to:

- Workplace Violence & Harassment Policy
- Rzone Policy

12. Communications

Any written communications, including media releases, advisories, flyers, posters, and other printed materials, shall be vetted by the Township's Communications Officer or designate.

Communications to Council or Administration are generally through the recording clerk or Chair.

Committees and committee members are not authorized to design and launch websites or social media accounts. Responsibility for managing and monitoring corporate websites and social media sites is centralized through the Township Administration. Any Township policies relating to social media shall apply.

Only authorized spokespersons may speak on behalf of a committee. The Township's Communication Policy shall apply to committees.