

COMMENTARY ON BY-LAW NO. 1

Member Action: To vote on the amendments to By-law 1 (including its Schedule)

Board Recommendation: On June 20, 2024, the Board of Ontario One Call (OOC) met and voted in favour of the amendments to By-law 1. The Board recommends that the Members of OOC vote in favour of these changes.

Overview:

By-law No. 1 is the corporate governance by-law. The vast majority of the changes to this by-law were done to comply with the recent amendments to the *Ontario Underground Infrastructure Notification Systems Act, 2012 (OUIRSA)*, new Regulations, Minister's Orders and the revised Memorandum of Understanding (MOU) with the Ministry of Public and Business Services Delivery and Procurement (MPBSDP). Below are the relevant sections with changes, and the reasons why.

Changes:

- I. **Recitals – Updated to align to new Board composition requirements**
 - a. Two recitals removed and one added to reflect board member composition requirements in Minister's Orders
- II. **Definitions – Updated (j) Conflict of Interest and (v) MOU definitions**
 - a. (j) Conflict of Interest definition was updated to point to the conflict of interest provisions in the new MOU between OOC and the MPBSDP
 - b. Minor change to the MOU definition to remove "Queen" and update to "King"
- III. **Section 4.01 (g) - Added objects as per Act**
 - a. Aligned Objects to be the same as OUISNA
- IV. **Section 5.04 – Simplified section on fees**
 - a. Updated section to state that fees established by OOC must be done in accordance with OUISNA and the MOU
- V. **Section 6.09 (c) – Added provision to allow general public to attend annual meetings**
 - a. To align with the new MOU, section 7.09 was updated to state that OOC's Annual Meetings must be open to the public
- VI. **Section 7.02 – Director composition updated to align with Minister Orders and OUISNA**

- a. Updated to state that the numbers of directors must align with the Minister's Order
 - b. In addition, section was updated to state that appointed directors can not constitute a majority, as per OUISNA
- VII. Section 7.03 - Board terms were updated to support changes in board composition**
 - a. Updated term limits for elected directors to be no more than 3 years before needing to stand for re-election
 - b. Terms can be staggered to address diversity and equity challenges resulting from recent changes, plus ensuring the majority of the board does not stand for re-election in any given year
- VIII. Section 7.06 - define Director process on how to vacate office, for both elected and appointed directors to vacate office**
 - a. Updated to include a separate process for elected and appointed directors to vacate office
 - i. Process for appointed directors to include Minister involvement
- IX. Section 7.13 – How to fill Director vacancies were updated to align with Minister's Order**
 - a. When filling vacancies for an elected director, vacancies can only be filled if they are within the requirements set in the Minister's Order
- X. Section 8.01 (c) Provision added to comply with MOU**
 - a. Added to state that when a director or officer performs their duties on behalf of OOC they must also comply with any provisions in the new MOU surrounding standards of care
- XI. Section 8.02 – Directors to comply with Directors Code of Conduct, per MOU**
 - a. Section updated to state that Directors must comply with the Directors Code of Conduct that is contained in the new MOU
- XII. Section 11.02 – Minister may appoint the Board Chair**
 - a. Section updated to state that the Minister may appoint the board chair with due regard to competency criteria and succession planning