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## Contact Information

Should you have any questions regarding the information in this document, please contact: Adam Garcia, Manager, Executive Office at 416-971-9856, x 356, [agarcia@amo.on.ca](mailto:agarcia@amo.on.ca).

## Eligibility

To run for a position on the AMO Board of Directors, you must be an elected official or an employee of a member municipality in good standing.

From AMO By-law No. 1, Directors shall also:

- Be an individual of eighteen (18) or more years of age;
- Not have the status of bankrupt;
- Not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act, 1990* to be incapable of managing property; and
- Not have been found to be incapable by any court in Canada or elsewhere.

In addition to the above, no member municipality may be represented on the Board by more than one Director elected to the Board, except where the Director is appointed to the AMO Board due to another position (i.e. Chair or President of: AFMO, EOWC, FONOM, MARCO, NOMA, OBCM, OSUM, ROMA, WOWC).

## Applications

To file your application you must submit:

- A completed application form
- A cover letter addressing your interest, skills, and experience in serving on the AMO Board of Directors
- A resumé/CV

The successful applicant must also be prepared to attain and submit a resolution of their Council supporting their appointment. The resolution is not required until requested.

## **Council Resolution**

The Council resolution must clearly state the individual being nominated and the position they are being nominated for.

An example of a Council resolution is as follows:

*Be it resolved that the Council for <insert Municipality's legal name> nominates <individual's name & title> for the position of <President / Secretary-Treasurer / Director on Caucus> on the AMO Board of Directors for the 2024-2026 term.*

Additional wording can be included in the motion if required by the nominating Council (e.g., authorization to reimburse expenses, if elected).

## **Role Description**

The Board of Directors is responsible for setting annual strategic objectives, setting the annual budget, establishing corporate policies/procedures, and reviewing, discussing, and approving AMO's policy and program initiatives. Board members have a legal responsibility to manage the business and affairs of the corporation and must act in the best interests of the association. The Board is supported by an Executive Director and a team of almost 50 full-time staff members, who provide updates and recommendations to the Board.

All Board members are expected to sign and adhere to the AMO Board of Directors Code of Conduct. It is attached to this guide in Appendix A.

## **Time Commitment**

The times below are general guidelines. See below for further information.

Board of Directors meetings	Five (5) hours per Board meeting; three (3) hours per Committee of the Whole meeting
AMO Annual Conference	Three (3) days each August (in addition to preceding Board meeting)
Caucus meetings	One (1) hour meeting week of Board meeting

## **Board of Directors Meetings**

The Board meets six times a year, typically on the fourth Thursday and Friday of the months of September, November, January, March, and June and on the Saturday and Sunday preceding the AMO Annual Conference in August. Meetings are typically held at the AMO Office in Toronto with the option to fully participate virtually. The June meeting is held in-person in the home municipality of either the President or Secretary-Treasurer.

Thursday June 19, 2025 – 5:00 pm – 8:00 pm – Committee of the Whole  
Friday June 20, 2025 – 9:00 am – 2:00 pm – Board of Directors

Saturday August 16, 2025 – 2:00 pm – 5:00 pm – Board of Directors  
Sunday August 17, 2025 – 10:30 am – 12:30 pm – Board of Directors

## **AMO Board of Directors Application Information**

Thursday September 25, 2025 – 5:00 pm – 8:00 pm – Committee of the Whole  
Friday September 26, 2025 – 9:00 am – 2:00 pm – Board of Directors

Thursday November 27, 2025 – 5:00 pm – 8:00 pm – Committee of the Whole  
Friday November 28, 2025 – 9:00 am – 2:00 pm – Board of Directors

### **Caucus Meetings**

The Board of Directors is organized into six caucuses. Prior to Board meetings, members of each Caucus typically meet to discuss the Board agenda and common concerns across the province. These meetings are arranged and scheduled by the Caucus.

### **Other Meetings**

Board members may also be invited to participate in other AMO Committees or Task Forces. Time commitments vary.

## **Expenses**

Expenses to participate on the AMO Board of Directors are not typically covered by AMO. Each Board members' home municipality should be prepared to cover the costs of travel and any needed accommodations.

AMO will reimburse travel expenses in excess of \$300.00 per meeting for AMO Board of Directors, AMO Executive Committee meetings, and MOU meetings. Travel expenses refer to reasonable transportation expenses and do not apply to AMO Board of Directors/Executive Committee meetings held prior to or following the AMO Annual Conference. Board members are expected to make the most efficient and cost-effective travel arrangements.

## **Appendix A**

### **AMO Board of Directors Code of Conduct**

#### **1. Purpose**

The purpose of this Code of Conduct is to:

- Establish guidelines for the ethical and interpersonal standards of conduct for the Association's Directors
- Assist the Directors in circumstances pertaining to role clarity and behaviour
- Establish a consistent practice for communicating decisions of the Board.

The Executive Committee members are members of the Board of Directors and this Code of Conduct applies similarly.

#### **2. Primary Focus**

The members of the AMO Board shall be motivated by a desire to act in the best interests of the Association as a corporation, which includes their fiduciary responsibilities.

In addition, AMO Directors recognize that their policy and advocacy role is to represent the interests of the AMO membership as whole and not individuals, groups or individual municipalities, including their own.

Board members are accountable for exercising the powers and discharging their duties (as described in AMO's By-law) honestly, in good faith and in the best interests of the Association. This accountability supersedes the personal interest of any Board member.

Members of the Board shall not exercise their Board authority except when acting at a meeting with the full Board or as delegated by the Board.

#### **3. Fair Treatment**

Each Director has a responsibility to ensure that all persons are:

- Treated fairly regardless of age, ancestry, colour, race, citizenship, ethnic origin, place of origin, creed, disability, family status, marital status (including single status), gender identity, gender expression, sex (including pregnancy and breastfeeding), and sexual orientation;
- Dealt with in good faith;
- Given adequate opportunity to state their case.

The meeting Chair should not tolerate disruptive behaviour, discourtesy, or rudeness by one party to another, including toward staff and delegations.

Dissenting opinions and perspectives of members shall be expressed in a manner that respects the rights of fellow Board members. Members may request divergent views be noted in the recorded minutes.

Any member guilty of such conduct shall be spoken to by the Chair. The Chair may ask the member to cease discussion on the topic in question. If the behaviour persists, the Chair has

the authority to ask the member to leave the meeting.

#### **4. Relationship between Directors and Staff**

Each member shall ensure that his/her behaviour towards Directors and staff prior to, during or following meetings adheres to the following:

- Is professional and fair, without harassment or bullying;
- Contributes to the preservation of orderly conduct;
- Avoids derogatory comments or questions and comments designed to embarrass;
- Is respectful of the decisions/rulings of the Board as a whole.

#### **5. Attendance at Meetings**

Directors shall attend meetings on a punctual and regular basis.

A Director is elected to represent its Caucus and as such, attendance at Board and Executive meetings is important. While the By-law does not have a disqualification provision, it is the expectation that if a member is absent from two (2) consecutive meetings that a reason should be provided to the President/Board.

If a Board member cannot advise of an absence before a meeting, the individual should do so as soon as possible after a meeting.

If any member municipality requests the attendance record of any member of the Board, then the President, Secretary-Treasurer and Board members should be notified, and the record provided.

The Secretary-Treasurer shall make available summary attendance records of all Board members no later than the end of June each year.

Similarly, attendance at Memorandum of Understanding meetings is important and if a member of the AMO Executive is absent from two (2) consecutive meetings that a reason should be provided to the President/Executive Committee.

Any Director who must leave a meeting before its scheduled conclusion shall notify the Chair at the start of the meeting. If the absence of the Director(s) in question eliminates a quorum, the Chair shall make an effort to ensure that any business requiring a motion is completed prior to the Director(s) early departure from the meeting.

#### **6. Communicating Decisions**

Once a matter is decided by motion, the Board is committed to that decision. Board members shall respect all decisions of the Board.

Board members shall speak with a united voice. When the Board establishes a position on a particular issue, that position will be conveyed by all Board members in their capacity as AMO representatives when called upon with any provincial or federal ministries or member municipalities.

The Board may introduce a motion on sensitive positions taken by the Board such that it will not

be discussed or disclosed to the media or any third party until the President, Executive Director, or designate advises. Such positions will first be communicated outside of the Board by the President (or designate).

Official information related to decisions and resolutions made by the Board will be communicated to the media by the President, Executive Director or designate.

Any matter discussed during an 'in-camera' session will be kept confidential.

## **7. Conflict of Interest**

Directors shall promptly bring to the attention of the President any pecuniary interest, conflict, or perception of conflict of interest by professional or other affiliation.

Board members will abide by the requirements of declaration of pecuniary interest or other warrant as outlined in any agreement that AMO Board may authorize (e.g., federal gas tax agreement). In such cases, each Board member will be notified and must sign an acknowledgement of the provision and its potential impact on the member.

If there is a pecuniary interest, the Board member

- Must disclose the general nature of the pecuniary interest prior to any discussion of the matter, and
- Abstain from voting on any question relating to the matter, and
- Abstain from discussion of the matter, and
- Leave the room where the meeting is being held until discussion and voting on the matter are concluded.

## **8. Adherence to the Code, Act and Board Procedures**

Each member shall:

- Sign and adhere to all aspects of the Code of Conduct Policy
- Adhere to the requirements of AMO's By-law, which sets out "disqualification of Board Members".

## **9. Orientation**

Each newly appointed Board of Director shall receive an orientation, which will include a review of the Association's By-law and Code of Conduct.

## **10. Date of Approval**

This Code of Conduct was approved by the AMO Board of Directors on June 22, 2007, and revised by the AMO Board of Directors June 24, 2022.