

OFFICE OF THE INTEGRITY COMMISSIONER  
MUNICIPALITY OF CHATHAM-KENT

## memorandum

March 26, 2026

TO: Mayor and Members of Council

FROM: Suzanne Craig, Integrity Commissioner and Closed Meeting Investigator

Re: Municipality of Chatham-Kent Code of Conduct Information Bulletin:  
Meetings with Organizations, Community Groups and Open Meeting  
Rules

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I am writing to the Mayor and Members of Council with this Information Bulletin in exercise of my advice and education function as Integrity Commissioner and Closed Meeting Investigator for the Municipality of Chatham-Kent. In particular, this Information Bulletin relates to questions I received from some Members of Council and the public about open meetings rules and meetings with organizations and community groups.

### **Matter Raised to the Integrity Commissioner:**

About 2 weeks ago, a virtual meeting was held with the Commissioner of the OHL, the Mayor, the CAO and 7 Members of Council. While I have not investigated the meeting under the Code or Closed Meeting rules, some have asked about whether the meeting ran afoul of open meeting rules. At the Municipality of Chatham-Kent, there are 18 Members of Council and a quorum for the purposes of the Municipal Act definition of a meeting, would be 9 Members of Council plus the Mayor for a total of 10 elected officials.

#### 1. Open Meeting Rules:

Section 238 of the Municipal Act, 2001 (the “Act”) sets out the definition of a “meeting” as:

“meeting” means any regular, special or other meeting of a council, of a local board or of a committee of either of them, where,

- (a) a quorum of members is present, and

(b) members discuss or otherwise deal with any matter in a way that materially advances the business or decision-making of the council, local board or committee.

Paragraph 239(3.1) of the Act provides an exception to the open meeting rules for discussions that do not move forward the business of the municipality or that are held for education purposes. In fact, the Act states:

(3.1) 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

Where either element is absent, either no quorum or no material advancement of business of the municipality, the gathering does not constitute a meeting subject to open meeting requirements under the *Act*.

The test for “*materially advances*” involves considering the extent to which discussions move the business of the municipality forward based on factual indicators, including discussions, debates or decisions that are intended to lead to specific outcomes or to persuade decision-makers one way or another, while mere receipt or exchange of information is unlikely to meet the test of materially advance business or decision-making as long as there is no attempt to discuss or debate that information as it relates to a specific matter that is or will be before council.<sup>1</sup>

Actions like voting, reaching an agreement, providing direction or input to staff, and discussing or debating a proposal, course of action or strategy are factual indicators that business or decision-making has materially advanced, while merely receiving information does not materially advance business or decision-making.

The presence of a quorum is essential for the exercise of municipal powers. The presence of a quorum of the council at a meeting duly called and constituted is essential to the proper exercise of municipal power. While the only way in which the corporation can be bound is by the acts of its council meeting together, any attempt to exercise municipal authority in the absence of a quorum is inoperative and void.

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<sup>1</sup> . [Hamilton \(City\), Re, 2019 CarswellOnt 21854.](#)

## 2. Other gatherings of Members of Council:

Some have asked if other gatherings of Members of Council are allowed under the *Act* and the Code of Conduct for Members of Council (the “Code”). The *Act* does not prevent Members of Council from meeting informally or socially outside of council chambers. Where Members gathered socially at a local restaurant surrounded by other tables, no council business was discussed and council members did not lay the groundwork for any future council decisions, such a social gathering is not a meeting for purposes of the *Act*'s open meeting requirements.<sup>2</sup>

Despite the technical lawfulness of such gatherings, there are important cautions. Such gatherings run the risk of undermining public confidence and engendering suspicion, particularly if concern or opinions about council business are expressed during the gathering, and council should keep in mind the perception by the public that decisions might be made during these gatherings even if the gathering is intended to be social in nature.<sup>3</sup>

In the context of a statutory decision-making, a meeting should be interpreted as any gathering to which all members of the committee are invited to discuss matters within their jurisdiction. No matter how the meeting might be defined or the absence of making a formal decision or report, Council Members meeting to discuss matters within their jurisdiction may constitute a meeting for the purposes of the *Act*, requiring notice under the Procedural By-law. Some Members have suggested that a technical interpretation of the rules or the *Act* and the Code could function as an impediment to responding to community groups request for meetings or to tour a facility for information purposes only. Members of Council are often asked by the public to attend information, town hall meetings or “walk throughs”. As I have clearly stated in the past, the Code is not an obstacle to Members’ interacting with the public or meeting and receiving information in their representative roles.

That being said, where an organization approaches the municipality or its Members, to share information that is valuable and important to the public writ large and that may be subject of consideration and debate by Council, best practices of transparency dictate that such a meeting be open to all Members of Council and the public, with appropriate notice of the date and time of meeting so that all elected representatives are at the table and all voices have an opportunity to be heard.

### **Integrity Commissioner Concluding Comments:**

While I have not formally investigated the virtual meeting that took place with the OHL Commissioner, 7 Members of Council, the Mayor and some senior staff, under my mandate of Integrity Commissioner and Closed Meeting Investigator, I have determined

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<sup>2</sup> . [Pelham \(Town\), Re, 2018 CarswellOnt 23472.](#)

<sup>3</sup> Ibid, 1.

that at that meeting, there was not a quorum of Council Members and there was nothing that materially advanced the business of the municipality for the purposes of the *Act*. Therefore, there does not appear to have been any conduct that would run afoul of open meeting rules.

I note that the OHL Commissioner was invited to attend the March 23, 2026 meeting of Council to provide the same information presentation that was presented virtually in early March. At the March 23<sup>rd</sup> Council meeting the Mayor apologized for not having sent an email to extend an invitation to all Members of Council to attend the virtual meeting. Of course, attendance of all Members of Council would likely have required notice of the meeting, however, procedural requirements should not be a reason to sidestep inclusion of all Members and transparency should always be the default. The Mayor also recognized that a matter of this importance should have included all Members of Council and the public and he committed to keeping the public informed on this matter going forward.

Council Members are encouraged to seek guidance from the Integrity Commissioner with respect to the application of the Code rules and to endeavour to fulfill not only the letter but the spirit of the Code and the *Act*.

Suzanne Craig  
Integrity Commissioner