



**NIAGARA PENINSULA CONSERVATION AUTHORITY (NPCA)
GOVERNANCE COMMITTEE
MEETING MINUTES**

Monday, February 4, 2019
5:00 p.m.
West Lincoln Municipal Offices
318 Canborough St., Smithville, ON

MEMBERS PRESENT: D. Bylsma (Chair)
B. Clark (Committee Chair)
R. Foster (Committee Vice-Chair)
D. Huson (Vice-Chair)
R. Shirton

MEMBERS ABSENT: none

STAFF PRESENT: D. Barrick, Interim Chief Administrative Officer/Secretary Treasurer
K. Caputo, Director, Administration & Communications (Designated Clerk)
G. Furtney, Interim Senior Director, Corporate Resources
D. MacKenzie, Director, Watershed Management
M. Reles, Senior Manager, Communications

The Board Chair called the meeting to order at 4:59 p.m.

1. 1. SELECTION OF CHAIR/VICE-CHAIR

The Board Chair welcomed all to the meeting and opened the floor for suggestions for Chair and Vice-Chair of the Governance Committee.

Resolution No. GC-01-19
Moved by Member Shirton
Seconded by Member Huson

That members Clark and Foster **BE APPOINTED** as Chair and Vice-Chair of the Governance Committee respectively.

CARRIED

2. ADOPTION OF AGENDA

2.1 Addition of Items

Chair Clark added revisions to Per Diems and Freedom of Information Policies to the Business for Consideration

2.2 Change in Order of Items

There were no changes in the order of items.

2.3 Motion to adopt Agenda

Resolution No. GC-02-19

Moved by Member Huson

Seconded by Member Bylsma

That the agenda **BE ADOPTED** as amended.

CARRIED

3. DECLARATION OF INTEREST

There were no declarations of conflicts of interest.

4. PRESENTATIONS (and/or Delegations)

There were no presentations.

5. BUSINESS FOR INFORMATION

5.1 NPCA Report 57-17-Strategic Plan (2014-2017) Assessment– next steps

5.2 Evidence Based Progress Evaluation of 2014-2017 Strategic Plan

5.3 Auditor General of Ontario Special Audit of NPCA (2018)

5.4 Auditor General Recommendations Implementation Status

5.5 NPCA 2018-2021 Strategic Plan

5.6 NPCA Scorecard (KPI's)

5.7 NPCA Administrative By-Law

5.8 Conservation Authorities Act

5.9 NPCA Policy Manual

5.10 NPCA Organization Chart

5.11 NPCA Committees (including respective Terms of Reference)

Resolution No. GC-03-19

Moved by Member Huson

Seconded by Member Foster

That items 5.1 – 5.11 **BE RECEIVED** for information and **BE PROVIDED** to the Full Authority Board.

6. BUSINESS FOR CONSIDERATION

6.1 NPCA Governance Committee DRAFT Terms of Reference

The Committee revised the Terms of Reference to change meeting dates, agenda distribution, and other recommendations by Chair Clark.

Resolution No. GC-04-19
Moved by Member Foster
Seconded by Member Bylsma

That the NPCA Governance Committee Terms of Reference **BE APPROVED** as amended.

CARRIED

6.2 Administrative By-Law: Per Diems

The Committee supported changes to the per diem language in the NPCA Administrative By-Law. The By-Law was revised to add to the Clerk's responsibilities to ensure members are in compliance, and to clearly state honourarium rates as approved by the Full Authority Board.

Resolution No. SC-05-19
Moved by Member Bylsma
Seconded by Member Huson

That the NPCA Administrative By-Law **BE AMENDED** as follows:

Changes in Definition section

~~"Per Diem" means a per diem rate is the~~ **daily rate** established **by the board** that applies to the Chair, Vice-Chair and Board Members for service to the Authority in attendance at Authority Board Meetings **and** Standing Committee meetings, or other such meetings **as previously approved by the board.** ~~and at such other business functions as may be from time to time requested by the Chair, through the Chief Administrative Officer. A per diem will be paid for each separate meeting attended.~~

Changes in Section B Governance

5. Honourarium, Per Diems, Expenses and Mileage

5.1 The Authority shall establish an honourarium rate from time to time and this rate will apply to the Chair and Vice-Chair.

5.2 The Authority shall establish a per diem rate from time to time and this rate will apply to the Chair, Vice-Chair and Board Members for service to the Authority in attendance at Authority Board meetings, Standing Committee meetings, Source Protection Authority meetings ~~and at such other business functions as may be from time to time requested by the Chair, through the Chief Administrative Officer.~~ or other such meetings as previously approved by the board.

- 5.3 ~~A per diem will be paid for each separate meeting attended.~~ **The per diem rate is the daily rate** established by the board that applies to the Chair, Vice-Chair and Board Members for service to the Authority in attendance at Authority Board Meetings, Standing Committee meetings, Source Protection Authority meetings or other such meetings as previously approved by the board.
- 5.4 The Chair, Vice-Chair and Board Members will be responsible for ~~advising~~ **filing claims with** the Executive Assistant to the Board of any per diems and mileage incurred for other than Full Authority Board Meetings or Source Protection Authority Meetings, within 30 days of the per diem or mileage being incurred.
- 5.5 The Authority will reimburse Board Members' travel expenses incurred for the purpose of attending meetings and/or functions on behalf of the Authority. Mileages are based on the Board Member's principle residential address in the municipality they represent.
- 5.6 **On February 6, 2017, the Ontario Municipal Board approved the current honourarium to be set at \$6,663.08 for the Chair and \$1,299.66 and per diem to be set at \$73.58 paid to members attending authority meetings to be set at \$73.58.**

~~NOTE: On March 7, 2013 the Ontario Municipal Board approved the per diem paid to Members "per meeting".~~

CARRIED

6.2 Administrative By-Law: Freedom of Information

The Committee supported the formation of a Freedom of Information Committee which would act as the Head of the organization for the purposes of fulfilling the requirements under the Municipal Freedom of Information and Protection of Privacy Act.

Resolution No. SC-06-19

Moved by Member Shirton

Seconded by Member Foster

That appointments to the Freedom of Information Committee **BE ADDED** to the February 20, 2019 Full Authority Board Meeting, and;

That the NPCA Administrative By-Law **BE AMENDED** as follows:

Changes to Freedom of Information

5. Freedom of Information and Protection of Privacy

~~5.1 The Authority members shall be governed, **at all times**, by the provisions of the Municipal Freedom of Information and Protection of Privacy Act (MFIPPA).~~

~~5.2 In the instance where a member vacates their position on the Authority Board they will continue to be bound by MFIPPA requirements.~~

Insert the following:

5.1 The Board of Directors will adopt and supports key principles and policies providing Access by Design and Privacy by Design.

5.2 **Access by Design** policies will promote the view that government-held information retained by the NPCA should be routinely made available to the public, and that any exceptions should be limited, specific and in accordance with any permissible exemptions as outlined in MFIPPA when necessary.

5.3 **Privacy by Design** polices will provide the maximum degree of privacy by ensuring that personal data is automatically protected in any given IT system or business practice at the NPCA in full compliance with MFIPPA, as well as the Personal Information Protection and Electronic Documents Act (PIPEDA).

5.4 The Board of Directors shall appoint an **MFIPPA Review Committee** **consisting** of three board members ~~to~~ as Head of the Institution ~~as~~ **pursuant to** the MFIPPA.

5.5 The Board of Directors in consultation with the CAO will appoint a staff person as Freedom of Information Co-ordinator for the purposes of receiving, reviewing, responding **and making recommendations to the MFIPPA Review Committee** in order to comply with the Municipal Freedom of Information and Protection of Privacy Act.

5.6 ~~The Board of Directors will appoint three board members to serve as the~~ **The MFIPPA Review Committee with the assistance of the FOI Coordinator**, ~~will assist the review and~~ **make decisions** on FOI requests and/or privacy concerns in full compliance with MFIPPA and PIPEDA. ~~and report to the Head of the Institution.~~

5.7 The MFIPPA Review Committee will present an annual report to the Board of Directors on FOI requests, committee decisions, appeals, and IPC Decisions.

CARRIED

6. NEW BUSINESS

The committee discussed the need for the several other committees of the Board that exist and requested that those be reviewed at the next Governance Committee meeting.

The committee also expressed their desire to examine the Conflict of Interest guidelines at the next committee meeting.

7. ADJOURNMENT

There being no further business, the Governance Committee meeting adjourned 6:30 p.m. with the following resolution;

Resolution No. GC-07-19

Moved by Member Bylsma

Seconded by Member Fioster

That the Governance Meeting **BE NOW ADJOURNED.**

CARRIED

Brad Clark
Governance Committee Chair,

Krystle Caputo
Designated Clerk