

**Governance Committee Meeting
Wednesday, March 27, 2018
9:30 a.m.
Ball's Falls Centre for Conservation
Glen Elgin Room
3292 Sixth Avenue, Jordon, ON**

A G E N D A

1. ADOPTION OF AGENDA

- 1.1 Addition of items
- 1.2 Change in order of items
- 1.3 Adopt Agenda

2. DECLARATION OF CONFLICT OF INTEREST

3. PRESENTATIONS (and/or Delegations)

4. BUSINESS FOR INFORMATION

5. BUSINESS FOR CONSIDERATION

- 5.1 Report No. GC-01-19 RE: Governance Committee – Final Terms of Reference
Page # 1
- 5.2 Report No. GC-02-19 RE: NPCA Administrative By-Law *(Members are requested to bring their copies of the Administrative By-law - previously distributed.)*
Page # 5
- 5.3 Report No. GC-03-19 RE: Public Sector Salary Disclosure Act
Page # 17
- 5.4 Report No. GC-04-19 RE: Resolution from Niagara Region Regarding Representation
Page # 19
- 5.5 Minutes of the NPCA Governance Committee meeting dated February 4, 2019
Page # 41

6. NEW BUSINESS

7. ADJOURNMENT



Report To: Chair and Members of the Governance Committee

Subject: Governance Committee – Final Terms of Reference

Report No: GC-01-19

Date: March 27, 2019

RECOMMENDATION:

1. That Report No. GC-01-19 regarding the Governance Committee's final Terms of Reference **BE RECEIVED**.
2. That the NPCA Governance Committee **PROVIDE DIRECTION** to the NPCA Interim CAO/ST regarding the content of the final Committee Terms of Reference for approval by the Board of Directors.

PURPOSE:

The purpose of this report is:

1. To review the Governance Committee Terms of Reference discussed at the February 4, 2019 Governance Committee Meeting; and
2. To provide the Interim CAO/ST with direction on the final wording of the Terms of Reference in order that they may be recommended to the Board of Directors for approval.

DISCUSSION:

At the February 4, 2019 meeting of the Governance Committee meeting, draft Terms of Reference were discussed.

According to the minutes of the meeting: "the Committee revised the Terms of Reference to **change the meeting dates, agenda distribution and other recommendations** by Chair Clark". Further, Resolution No. GC-04-19 was moved by Member Foster and seconded by Member Bylsma as follows:

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

The current Interim Clerk and Interim CAO/ST located a revised draft Terms of Reference (attached as Appendix 1) in hardcopy but the revised document does not appear to address meeting dates and agenda distribution. Further, the current Clerk and CAO/ST require additional direction from the Committee in order to finalize the Terms of Reference.

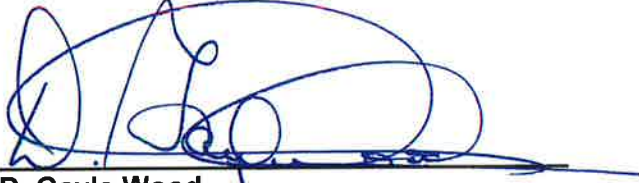
FINANCIAL IMPLICATIONS:

Board per diems and staff salaries will cover the requirements to amend the final Terms of Reference.

RELATED REPORTS AND APPENDICES:

Appendix 1: Governance Committee Terms of Reference (Revised February 4, 2019)

Submitted by:



D. Gayle Wood
Interim CAO/Secretary-Treasurer

Appendix 1: Governance Committee Terms of Reference (Revised February 4, 2019)

DRAFT Terms of Reference: Governance Committee

Committee Name:	Governance Committee
Committee Type:	Ad hoc, set up and approved by the Board of Directors in January 2019.
Purpose/Scope:	The Governance Committee scope is to review Board Composition as well as NPCA procedural by-laws, code of conduct, conflict of interest, policies, NPCA policy manual, roles and responsibilities.
Authority:	<p>On January 7, 2019, the NPCA Board of Directors passed the following resolution:</p> <p><i>"Direct staff to draft the terms of reference to be approved by the Board regarding the formation of a governance committee comprised of 4-5 members to review NPCA policies, roles, and responsibilities."</i></p> <p>Decisions and recommendations, including amendments to the Terms of Reference, will be made by the Committee members and then sent to the Full Authority Board for approval.</p>
Membership:	The Committee will have Five (5) Members and will include the NPCA Chair, Vice-Chair and three (3) Board Members appointed by the Full Authority Board.
Meeting Requirements:	Meetings will be held at the call of the Committee Chair. Agendas will be prepared by the Committee Chair in consultation with staff. Minutes will be prepared by staff and distributed to all Committee members and Senior Management prior to the next meeting. Meetings shall be governed by the NPCA Administrative Bylaws as may be amended from time to time.
Meeting Location:	Meetings will be at NPCA Head Office (250 Thorold Rd. West, Welland), Ball's Falls Conservation Area or at a location determined by the Committee Chair in consultation with the committee.
Resources/Budget:	The work will be done by the Committee and NPCA staff. Any costs will be discussed by the Committee, and if required, taken to the Board for approval.
Responsibilities/duties:	All Committee members will make every effort to attend all meetings, participate in the discussions, support the process and make recommendations to the Board.
Decision Making:	The Committee will operate openly. All decisions will be made by committee votes. with the aim of arriving at decisions through consensus. However, votes may be called by the Committee Chair to advance the agenda. Results of the deliberations and subsequent votes will be reflected in the minutes.
Timelines:	To be developed by the Committee.

Report To: Chair and Members of the Governance Committee

Subject: NPCA Administrative By-Law

Report No: GC-02-19

Date: March 27, 2019

RECOMMENDATION:

1. That Report No. GC-02-19 regarding the NPCA's Administrative By-Laws **BE RECEIVED**.
2. That changes to the NPCA Administrative By-Law in relation to the Code of Conduct and Conflict of Interest **BE RECOMMENDED** to the Board of Directors for approval.

PURPOSE:

The purpose of this report is to review recommended changes to sections of the Administrative By-Laws, as prepared by Governance Committee Chair Clark on:

1. Code of Conduct
2. Gifts and Benefits
3. Conflict of Interest Policies
4. Confidentiality
5. Use of Authority Property
6. Work of a Political Nature
7. Conduct at Authority Meetings
8. Influence on Staff
9. Business Relations
10. Encouragement of Respect for the Authority
11. Harassment
12. Breach of Conduct
13. Interpretation
14. Complaint Process

DISCUSSION:

At the February 4, 2019 meeting of the Governance Committee, the NPCA's Administrative By-Laws were reviewed for identification of priority actions by the Committee. The Table of Content for the By-Laws is as follows:

1. The Conservation Authorities Act
2. The NPCA Administrative By-Laws:

Definitions; Governance; Meeting Procedures

3. Appendix 1 – Code of Conduct
4. Appendix 2 – Conflict of Interest
5. Appendix 3 – Procedure for Election of Officers
6. Appendix 4 – Hearing Procedures
7. Appendix 5 – Common Motions

At the February 4th meeting changes to the Administrative By-Law were approved in relation to Per Diems, Honorariums, Expenses, Mileage, and Freedom of Information. As a result, Resolutions SC[GC] -05-19 and SC[GC]-06-19 were approved and recommend to the February Board of Directors for consideration.

The Interim Clerk and Interim CAO/ST would request further dialogue with the Governance Committee regarding the Freedom of Information changes at the March 27th Governance Committee meeting.

On February 4, 2019, the Committee provided direction to examine the Conflict of Interest Guidelines and Code of Conduct, as noted in red above, at their March Meeting. As such, Chair Clark has provided recommended changes to the Administrative By-Law, which are attached as Appendix 1 to this report for the Committee's review and recommendation.

FINANCIAL IMPLICATIONS:

Board per diems and staff salaries cover the costs to review the NPCA Administrative By-Laws.

RELATED REPORTS AND APPENDICES:

Appendix 1: Recommended changes to the NPCA Code of Conduct submitted by Chair Clark

Submitted by:

A handwritten signature in blue ink, appearing to read 'D. Gayle Wood', is written over a horizontal line.

D. Gayle Wood
Interim CAO/Secretary-Treasurer

Report prepared in consultation with the Interim Clerk and Governance Committee Chair Clark

Code of Conduct

1. Preamble

~~1.1 The Code of Conduct represents general standards. It augments the laws of Ontario and AUTHORITY Policies which govern the behaviour of Directors. This code is not intended to replace personal ethics. their obligations therein.~~

1. Background

The Niagara Peninsula Conservation Authority demands a high level of integrity and ethical conduct from its Board of Directors. As such, a written Code of Conduct helps to ensure that all Directors share a common basis for generally acceptable conduct. Such formalized standards provide a reference guide to supplement legislative parameters within which Directors must operate and enhance public confidence that Directors will operate from a base integrity, honesty, justice and courtesy.

This Code of Conduct is a general standard. It augments the laws which govern the behaviour of Directors, and it is not intended to replace personal ethics.

This Code of Conduct will also assist Directors in dealing with confronting situations not adequately addressed or that may be ambiguous in Authority resolutions, regulations, or policies and procedures.

2. General

~~2.1 The Board governs lawfully with an emphasis on:~~

~~a) Outward Vision;~~

~~b) Encouragement of diversity in viewpoints;~~

~~c) Strategic leadership more than administrative detail;~~

~~d) Clear distinction between the Board and CAO/staff roles;~~

~~e) Collective rather than individual decisions, and~~

~~f) Proactive rather than reactive.~~

~~2.2 The Board commits itself to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Directors.~~

2.3 All Directors shall serve in a conscientious and diligent manner.

~~2.4 It is expected that Directors adhere to this code of conduct.~~

2.1 All Directors, whether municipal councillors or appointed citizens of a member municipality, are expected to conduct themselves in a manner that reflects positively on the Authority.

All Directors shall serve in a conscientious and diligent manner. No Director shall use the influence of office for any purpose other than for the exercise of his/her official duties.

All Directors will adhere to this code of conduct and:

- a) uphold the mandate, vision and mission of the Authority;

- b) consider the Authority's jurisdiction in its entirety, including their appointing municipality;
- c) respect confidentiality;
- d) approach all Authority issues with an open mind, with consideration for the organization as a whole;
- e) exercise the powers of a Director when acting in a meeting of the Authority;
- f) respect the democratic process and respects decisions of the Board of Directors, Executive Committee, Advisory Boards and other committees;
- g) declare any direct pecuniary interest, conflict of interest or indirect/apparent interest when one exists or may exist in the near future; and
- h) conduct oneself in a respectful, courteous and professional manner and refrains from disparaging the Authority or impugning motives against any Director or any Authority Staff.

~~3. Gifts and Benefits~~

~~3.1 Directors may only accept gifts and benefits according to prescribed rules outlined in this Code of Conduct. To ensure impartial and transparent decision making, Directors may only accept gifts and benefits under certain conditions.~~

~~3.2 Directors shall not accept gifts that may be perceived to create any obligation or special consideration. Directors shall not accept any gift, benefit, service, entertainment or hospitality which could be seen to compromise their decision on a matter or create any obligation or special consideration by an individual, group or organization.~~

~~3.3 Directors may only accept gifts that are received as part of normal protocol or social obligation. Directors may only receive a gift, hospitality or entertainment that is received as an incident of protocol or social obligation that normally accompanies the responsibilities of being a member of the AUTHORITY Board.~~

~~For example, if a Director is asked to speak at a meeting or function as a representative of AUTHORITY, the Director may accept a gift given as a gesture of thanks for their time and effort. In these cases, there would be no perceived obligation or special consideration being placed on the Director.~~

~~3.4 A Director who receives a gift while acting as a representative of the AUTHORITY that does not meet the tests in 3.1 and 3.2 must submit the gift to the CAO for further consideration. When a Director receives a gift while acting as a representative of the AUTHORITY that does not meet the test in 3.1 or 3.2, the Director will forward the gift to the CAO.~~

~~The CAO will:~~

- ~~• direct the gift to a local charity;~~
- ~~• log the gifts received;~~
- ~~• send a letter of appreciation to the donor, where appropriate, advising their gift will benefit a local charity.~~

3. Gifts and Benefits

Directors shall not accept any fees, gifts, hospitality, social gifts or personal benefits that are connected directly or indirectly with the performance of duties, except compensation authorized by law.

~~4. Conflict of Interest Guidelines~~

~~As per the Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50~~

4. Conflict of Interest Policies

4.1 Conflict of Interest Policies

The Directors commit themselves and the Authority to ethical, businesslike, and lawful conduct when acting as an individual Director or as the Board of Directors. Directors are bound by the *Municipal Conflict of Interest Act*. These policies are intended to assist Directors in understanding their responsibilities and obligations

4.2 Annual Review

The Authority shall present an annual review of the *Municipal Conflict of Interest Act* to the Board of Directors.

4.2 Disclosure of Pecuniary Interest

Where a Director, either on his or her own behalf or while acting for, by, with or through another, has any Pecuniary Interest, direct or indirect, in any matter and is present at a meeting of the Authority, Executive Committee, Advisory Board or committee at which the matter is the subject of consideration, the Director:

- a) shall, prior to any consideration of the matter at the meeting, disclose the Pecuniary Interest and the general nature thereof;
- b) shall not take part in the discussion of, or vote on any question in respect of the matter; and,
- c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question.
- d) Shall provide a written declaration of the interest or conflict of interest to the Clerk.

For an indirect pecuniary interest – see Section 2 of the *Municipal Conflict of Interest Act*. For a direct or deemed pecuniary interest – see Section 3 of the *Municipal Conflict of Interest Act*

4.3 Chair's Conflict of Interest or Pecuniary Interest

Where the Chair of a meeting discloses a conflict of interest with respect to a matter under consideration at a meeting, another Director shall be appointed to chair that portion of the meeting by Resolution.

4.4 Closed Meetings

- 1) Where a meeting is not open to the public, a Director who has declared a conflict of interest shall leave the meeting for the part of the meeting during which the matter is under consideration.

- 2) If the declaration occurred in-camera, the Director shall declare the interest or conflict in open session.

4.5 Director Absent

Where the interest of a Director has not been disclosed by reason of their absence from a meeting, the Director shall disclose their interest and otherwise comply at the first meeting of the Authority, Executive Committee, Advisory Board or Committee subsequent to the missed meeting.

4.6 Disclosure Registry

- 1) Where a Director, has disclosed an interest referred to in Section 5 of the *Municipal Conflict of Interest Act, 1990* at a meeting, the Director shall file a written statement with the Clerk.
- 2) Where a Director, has disclosed an interest and filed a written statement with the Clerk, as required by subsection 3.18(1), the Clerk, shall:
 - (a) file the written statement by the Director in the Conflict of Interest Registry;
 - (b) record the interest in the minutes of the meeting;
 - (c) file a record of the interest recorded in the minutes of the meeting in the Conflict of Interest Registry; and
 - (d) make the Conflict of Interest Registry available for public inspection.

4.7 Breach of Conflict of Interest Policy

1) Should a Director breach the Conflict of Interest Policy, they shall advise the Chair and Vice-Chair, with a copy to the Secretary Treasurer, as soon as possible after the breach.

2) Should a Director allege that another Director has breached the Conflict of Interest Policy, the said breach shall be communicated to the Chair, with a copy to the Secretary Treasurer, in writing. In the absence of the Chair, or if a Director alleges that the Chair has breached the Conflict of Interest Policy, the said breach shall be communicated the Vice-Chair, with a copy to the Secretary-Treasurer, in writing.

3) Should a member of the public or a municipality allege that a Director has breached the Conflict of Interest Policy, the party making the allegation will be directed to follow the notification procedure outlined above.

4) Any breach, or alleged breach, of the Conflict of Interest Policy shall be investigated in accordance with the Enforcement of By-laws and Policies procedure outlined or referred to in the Authority's Administrative By-law.

4.8 Elected Officials Prohibited from Authority Employment

4.9) Elected mayors, councillors or alderman from any member municipality, including lower tier municipalities, are prohibited from employment with the Authority.

5. Confidentiality

~~5.1 All information, documentation or deliberations received, during in-camera sessions of the Authority and its committees are confidential.~~

~~5.2 Directors shall not disclose or release by any means to any member of the public either in verbal, written or electronic form any confidential information acquired by virtue of their office, except when required by law to do so.~~

~~5.3 Particular care should be exercised in releasing information such as the following:~~

- ~~• Human Resource matters~~
- ~~• Information about suppliers provided for evaluation which might be useful to other suppliers~~
- ~~• Matters relating to the legal affairs of the Authority~~
- ~~• Sources of complaints where the identity of the complainant is given in confidence~~
- ~~• Items under negotiation~~
- ~~• Schedules of prices in contract tenders~~
- ~~• Information deemed to be "personal information" under the *Municipal Freedom of Information and Protection of Privacy Act*~~

~~The list above is provided for example and is not inclusive.~~

~~5.4 Breaches of confidentiality will be addressed with appropriate sanctions as per Section 15.~~

5.1 Confidentiality

5.2 The Directors shall be governed **at all times** by the provisions of the *Municipal Freedom of Information and Protection of Privacy Act*.

5.3 All information, documentation, correspondence, whether hard copy, digital or verbal including deliberations received, reviewed, and notes taken in a closed meeting are strictly confidential.

5.4 Directors shall not disclose or release by any means to any member of the public, either in verbal or written form, any confidential information acquired by virtue of their office, except when required by law to do so.

5.5 Directors shall not permit any persons, other than those who are entitled thereto, to have access to information which is confidential.

5.6 In the instance where a Director vacates their position on the Board of Directors they will continue to be bound by MFIPPA requirements.

5.7 Particular care should be exercised in ensuring the protection of privacy of directors, employees and third-party vendors or customers for the following:

- a) Human Resources matters;
- b) Information about suppliers provided for evaluation that might be useful to other suppliers;
- c) Matters relating to the legal affairs of the Authority;

- d) Information provided in confidence from an Aboriginal community, or a record that if released could reasonably be expected to prejudice the conduct of relations between an Aboriginal community and the Authority;
- e) Sources of complaints where the identity of the complainant is given in confidence;
- f) Items under negotiation;
- g) Schedules of prices in tenders or requests for proposals;
- h) Appraised or estimated values with respect to the Authority's proposed property acquisitions or dispositions;
- i) Information deemed to be "personal information" under MFIPPA including contact information such as email addresses, phone numbers, addresses etc.

The list above is provided for example and is not exhaustive.

6. Use of Authority Property

6.1 No Director shall use for personal purposes any Authority property, equipment, supplies, or services of consequence other than for purposes connected with the discharge of Authority duties or associated community activities of which the Authority has been advised.

7. Work of Political Nature

7.1 No Director shall use Authority facilities, services or property for his/her election or re-election campaign. No Director shall use the services of Authority employees for his/her election or re-election campaign during hours in which the employees are in the paid employment of the Authority.

8. Attendance at Authority Meetings

~~**8.1** Directors make board meeting attendance a priority. A Director is considered to have resigned if he/she is absent from three (3) consecutive board meetings without a formal leave of absence, or five (5) meetings in a year without an acceptable explanation as approved by the Chair. The Board Chair will notify the appointing municipality when this situation arises. The appointing municipality may appoint a substitute member during a long term absence.~~

9. Conduct at Authority Meetings

9.1 During meetings, Directors shall conduct themselves with civility, respect and the decorum becoming of the office. Respect for delegations and for fellow Directors requires that all Directors show courtesy and not distract from the business of the Authority during presentations and when others have the floor.

9.2 No Director at any meeting of the Authority shall:

- ~~a) Criticize any decision of the Authority or the Committee, as the case may be, except for moving, in accordance with the provision of this by-law, that the questions be reconsidered;~~

- a) Speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, citizenship, creed, gender, sexual orientation, age, colour, marital status, family status or disability;
- b) Leave their seat or make any noise or disturbance while a vote is being taken or until the result is declared;
- c) Interrupt a member while speaking, except to raise a point of order or a question of privilege;
- d) Speak disrespectfully, disparagingly or impugn motives against Directors, staff, or any member of the public;
- e) Speak beyond the question(s) under debate;
- f) Resist the rules or disobey the decision of the Board Chair on the questions or order or practices or upon the interpretation of the rules of the Authority.

~~9.3 If any Director resists or disobeys, they may be ordered by the Chair to leave their seat for the remainder of the meeting. In the case of an apology being made by the offender, they may, by majority vote of the Authority, be permitted to retake their seat.~~

~~9.4 No person except Directors and Staff shall be allowed to come to the Board's table during the meetings of the Board without permission of the Chair or the Board.~~

~~9.5 Censureship of an individual Director for conduct unbecoming a Director in the fulfillment of their duties, will be in accordance with a Motion to Censure described in Appendix A – Common Motions, Section C.~~

10. Influence on Staff

10.1 Directors shall be respectful of the fact that staff work for the authority as a whole and are charged with making recommendations that reflect their professional expertise, corporate perspective, and advice without any undue influence.

~~10.2 Directors do not exercise individual authority.~~

~~10.3 Except for participation in Board deliberation about whether the CAO has achieved reasonable interpretation of Board policy, Directors will not express publicly, individual judgments of performance of the CAO or any AUTHORITY staff.~~

11. Business Relations

~~11.1 No Director shall act as a paid agent before the Authority or a committee of the Authority.~~

11 Business Relations

11.1 No Director shall borrow money from any person(s) or company which does business with the Authority unless such person(s) or company is a financial institution or company whose shares are publicly traded and is regularly in the business of lending money.

11.2 No Director shall act as a paid agent before the Authority, the Executive Committee or an Advisory Board or committee of the Authority.

12. Encouragement of Respect for Corporation and Its Regulations

~~12.1 Directors shall represent the Authority in a respectful way and encourage public respect for the Authority and its Regulations.~~

~~12.2 Directors shall show respect for the decision-making process of the Directors. Information concerning the adoption of policies, procedures and decisions of the AUTHORITY Board shall be conveyed openly and accurately.~~

~~12.3 Directors shall accurately communicate the decisions of the Board even if they disagree with the decision. Directors are expected to provide a fair and balanced account of the issues, the discussion surrounding them, and the reasons certain decisions were made.~~

~~12.4 Refrain from making statements the Director knows to be false or with the intent to mislead the Board or the public.~~

~~12.5 Refrain from making disrespectful comments about another Director or unfounded and speculative accusations about the motives of another Director.~~

12 Encouragement of Respect for the Authority and its Regulations

12.1 Directors shall represent the Authority in a respectful manner and encourage public respect for the Authority and its Regulations.

13. Harassment

13.1 The Authority has a legal responsibility to maintain a work environment free of violence and harassment, consistent with the *Ontario Occupation Health & Safety Act*, and consistent with AUTHORITY's "*Workplace Violence & Harassment Prevention Policy*".

13.2 All persons are to be treated fairly in the workplace in an environment free of discrimination and of personal and sexual harassment. Harassment of another Director, staff or any member of the public is misconduct.

13.3 Examples of harassment that will not be tolerated by the AUTHORITY include but are not limited to: verbal or physical abuse, threats, derogatory remarks, jokes, innuendo or taunts related to an individual's race, religious beliefs, colour, gender, physical or mental disabilities, age, ancestry, place of origin, marital status, source of income, family status or sexual orientation, whether in person, electronic or media.

13.4 The Authority will not tolerate the display of pornographic, racist or offensive signs or images; practical jokes that result in awkwardness or embarrassment; unwelcome invitations or requests, whether indirect or explicit and any other prohibited grounds under the provisions of the *Ontario Human Rights Code*.

14. Operational Concerns or Complaints

~~14.1 If a Director has questions or issues surrounding reports, projects, operational concerns or complaints, such questions should be directed through the CAO and/or senior staff.~~

~~14.2 If a Director is approached by the public with inquiries/complaints regarding operational matters, the Director is encouraged to contact the CAO who, in turn, can contact the individual for review/resolution.~~

14. Breach of Conduct

14.1 Should a Director breach the Code of Conduct, they are responsible to advise the Chair and Vice-Chair, as soon as possible. The Chair will inform the Board of the breach and schedule an in-camera session.

14.2 Should a Director allege that another Director has breached the Code of Conduct, the said breach will be communicated to the Chair or in his/her absence, the Vice-Chair. The Chair will present the issue to the Directors at an in-camera session.

14.3 The Director alleged to have breached the Code of Conduct will be given the opportunity to speak to the issue. The Director may be asked to leave the meeting so that the Board can deliberate the issue.

14.4 Should it be concluded, by a two-thirds majority vote, that a Director has breached the Code of Conduct, a letter will be forwarded to the representative's appointing municipal Council, by the AUTHORITY Board Chair or in his/her absence, the Vice-Chair, advising of said breach. The decision for the Director to continue representing their municipality will be determined by the appointing municipal Council.

~~14.5 Failure to comply with this Code of Conduct may result in one or more of the following actions as directed by the Directors by a two-thirds majority vote;~~

- ~~1. Repayment or reimbursement of moneys received, where applicable~~
- ~~2. Return of property or reimbursement of its value, where applicable~~
- ~~3. A request for an apology to the Directors, the Complainant, or both~~
- ~~4. A verbal reprimand by the Directors~~
- ~~5. A written reprimand by the Directors~~

~~6. A formal censure with copies sent from the Directors to the Clerk of the Municipality for which the member is the representative~~

~~7. Suspension of the remuneration paid to the Director for a period of up to 90 days~~

~~8. A written request to the Council of the Director's Municipality to have the Member removed from the AUTHORITY Board. A Director can appeal the decision of the Board to the appointing municipality.~~

Interpretation

16.1 Directors of the Authority seeking clarification of any part of this should consult with the Board Chair, Vice Chair or the full Board.

17. Complaint Process

17.1 Any complaint regarding Director conduct shall be referred to the full board to be placed on the agenda for the next Authority meeting as an in-camera matter. ~~will be vetted through the AUTHORITY Board Chair; Any complaint regarding the conduct of Board Chair, will be vetted through the Vice-Chair.~~

Report To: Chair and Members of the Governance Committee

Subject: Public Sector Salary Disclosure Act

Report No: GC-03-19

Date: March 27, 2019

RECOMMENDATION:

1. That Report No. GC-03-19 regarding the *Public Sector Salary Disclosure Act, 1996* **BE RECEIVED**.
2. That commencing in 2020, all NPCA staff earning more than \$100,00 annually **BE REQUESTED** to publicly declare their name, position, salary and total benefits in accordance with the intent of the *Public Sector Salary Disclosure Act*.
3. That to demonstrate leadership regarding the intent of the *Public Sector Salary Disclosure Act*, the Interim CAO/ST and permanent CAO/ST **BE REQUESTED** to declare their name, position, salary and total benefits on the NPCA website in 2019.
4. That salary ranges and corresponding positions at the NPCA exceeding \$100,000 annually be identified on the NPCA website.

PURPOSE:

The purpose of this report is:

1. Discuss a change in NPCA policy as it relates to the declaration of NPCA salaries and benefits for employees earning more than \$100,000 annually; and
2. To recommend policy changes to the Board of Directors for approval.

DISCUSSION:

The intent of *The Public Sector Salary Disclosure Act, 1996* is to make Ontario's public sector more open and accountable to taxpayers. The Act requires organizations that receive public funding from the Province of Ontario to make public, by March 31 each year, the names, positions, salaries and total taxable benefits of employees paid \$100,000 or more in the previous calendar year.

The Act applies to organizations such as the Government of Ontario, Crown Agencies, Municipalities, Hospitals, Boards of Public Health, School Boards, Universities, Colleges, Ontario Power Generation, and other public sector employers who receive a significant level of funding from the provincial government.

For more information, refer to the Public Sector Salary Disclosure Guide.

Effective in 2018, to assist with the Public Sector Salaries Disclosure process, a new online tool became available to help organizations submit salary information. The guide below addresses changes to the process and how to submit our data:

Guide to Preparing Your 2018 Report for the Public Sector Salary Disclosure Act

When accessing the online tool, NPCA staff discovered that declaration for organizations who are funded less than 10% of their budget by the Province of Ontario were unable to declare online. Staff contacted the Ministry of Natural Resources and Forestry who verified that agencies such as the NPCA could not access the declaration tool and were not legislated to report under the Act on the basis that they did not receive funding from the Government of Ontario in an amount of least:

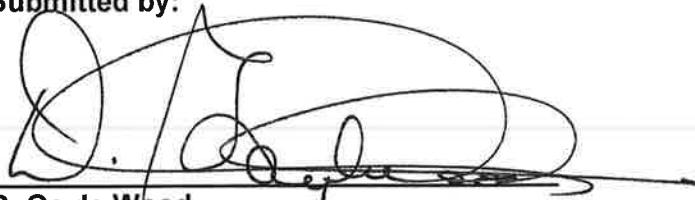
- (a) \$1,000,000; or
- (b) 10 per cent of gross revenues where that percentage is \$120,000 or more.

This led to some concern from both the public and board members regarding NPCA transparency. The Governance Committee therefore wished to discuss a voluntary declaration by NPCA staff members earning more than \$100,000 annually. Currently six members of the NPCA staff would need to voluntarily declare.

FINANCIAL IMPLICATIONS:

There are no financial implications to amend the policy regarding the declaration of salaries more than \$100,000 annually.

Submitted by:

A handwritten signature in black ink, appearing to read 'D. Gayle Wood', written over a horizontal line.

D. Gayle Wood
Interim CAO/Secretary-Treasurer

Report prepared in consultation with the NPCA Human Resources Consultant

Report To: Chair and Members of the Governance Committee

Subject: Resolution from Niagara Region Regarding Representation

Report No.: GC-04-19

Date: March 27, 2019

RECOMMENDATION:

1. That Report No. GC-04-19 respecting the correspondence from Niagara Region dated March 1, 2019 regarding Niagara Region representation on the NPCA **BE RECEIVED**.
2. That the NPCA Governance Committee **PROVIDE RECOMMENDATIONS** regarding this request to the April Board of Directors' meeting.

PURPOSE:

The purpose of this report is:

1. To consider Niagara Region's letter dated March 1, 2019 regarding appointing representatives to the NPCA; and
2. To provide recommendations to the NPCA Board of Directors at their April 2019 meeting.

DISCUSSION:

In a March 1, 2019 letter from Niagara Region (attached as Appendix 1), NPCA has been requested by Regional Council to:

1. "provide recommendations respecting Board composition and the recommended qualifications and process for appointments to the Board to Regional Council for consideration"; and
2. "determine the types of skills and/or experience required on this Board of Directors based on the mandate of the NPCA and subsequently providing a skills matrix for purposes of selecting those members to Regional Council before the end of April 2019".

This letter was forwarded to the Governance Committee from the NPCA Board of Directors at their March 20, 2019 meeting.

1. **Board Composition, Qualifications, Process for Appointees**

1a) Board Composition

The Conservation Authorities Act (CAA) addresses Board Composition in Section 14 (1), 14 (2) and 14 (2.1), which state:

14(1) Members of an authority shall be appointed by respective councils of the **participating municipalities** in the numbers set out in subsection 2(2) for the appointment of representatives.

It is important to note that under the CAA, upper tier municipalities are the designated **participating municipalities**. Therefore, members for the NPCA are appointed by the Councils of the Regional Municipality of Niagara, the City of Hamilton and Haldimand County.

14 (2) The total number of members of the authority and the number of members that each municipality may appoint shall be adjusted as required to ensure compliance with subsection 1 if the municipalities that are participating municipalities change or the population of the participating municipality changes.

It is further important to note that in 1990, the then Minister of Natural Resources requested that all conservation authority boards consider a reduction in membership given that boards were growing due watershed population increases. Board reductions, which have been completed for all 36 of Ontario's conservation authorities were done in compliance with Section 14 (2.1) of the CAA:

14(2.1) Despite subsection (1), (2) and (5), the total number of members of the authority and the number of members that each municipality may appoint may be determined by an agreement that is confirmed by resolution passed by the councils of all the participating municipalities.

In 1994, NPCA received approval of an Order-in-Council to reduce their board to 15 members. The Order is no longer valid and has been succeeded by a court decision and a provincial directive, as follows:

- On December 5, 2018 an Ontario government directive approved 4 appointees from the City of Hamilton on the NPCA Board and 2 appointees from Haldimand County to the Board.
- On December 21, 2018 Supreme Court Justice J.A. Ramsay directed appointments of 12 members to the NPCA Board from the Region of Niagara.
- Officially, the NPCA Board of Directors is 18 members, as noted above.

1b) Qualifications for Appointees

Conservation Ontario completes a statistical survey annual of each of Ontario's 36 conservation authorities. The 2017 survey indicated that 82% of the collective boards of directors are elected officials and 18% are citizen appointees.

However, each participating municipality can determine if they wish to appoint citizen representatives or elected officials. Further, each conservation authority can determine if it chooses to involve citizen appointees in their various advisory committees.

Qualifications and requirements regarding composition of the authority are addressed in Section 14(3) and 14(4) of the CAA, as follows:

14(3) every member of an authority shall be a resident in a participating municipality in which the authority has jurisdiction.

14(4) The appointment of members to an authority shall be in accordance with such additional requirements regarding the composition of the authority and the qualification of members as may be prescribed by regulation.

The decision by Judge Ramsay and the provincial government directive relates in part to Section 14(4). The Interim CAO/ST is not familiar with prescribing the qualification of members by regulation. This can be investigated further at the Committee and Board's direction.

1c) Process For Appointees

In relation to the Region of Niagara, the 12 board members must be appointed by Regional Council. It has been the practice of the Region to seek recommendations from its 12 area municipalities regarding the appointments to the NPCA. Appointments are for up to four years and are updated after municipal elections. This follows the practice of most Regional governments.

2. Skills and/or Experience Required on the NPCA Board of Directors

As a starting point for discussion, two Skill Matrices are attached as Appendix 2 and Appendix 3 for the Governance Committee's review:

- Board Skills Matrix – A Better Niagara
- Alberta Public Agencies – Board Profile & Competency Matrix Template

FINANCIAL IMPLICATIONS:

There are no financial implications as a result of this report.

RELATED REPORTS AND APPENDICES:

- Appendix 1: Correspondence from Niagara Region dated March 1, 2019 – Niagara Peninsula Conservation Authority Board Appointments
Appendix 2: Board Skills Matrix – A Better Niagara
Appendix 3: Alberta Board – Board Profile & Competency Matrix Template

Submitted by:



D. Gayle Wood
Interim CAO/Secretary-Treasurer

Appendix 1 - Correspondence from Niagara Region dated March 1, 2019 – Niagara Peninsula Conservation Authority Board Appointments



Administration

Office of the Regional Clerk
1815 Sir Isaac Brock Way, PO Box 1042, Thorold, ON L2V 4T7
Telephone: 905-685-4225 Toll-free: 1-800-263-7215 Fax: 905-687-4977
www.niagararegion.ca

March 1, 2019

CL 6-2019, February 28, 2019

Gayle Wood
Interim Chief Administrative Officer, Secretary-Treasurer
Niagara Peninsula Conservation Authority
250 Thorold Road West; 3rd Floor
Welland, ON L3C 3W2

SENT ELECTRONICALLY

**RE: Niagara Peninsula Conservation Authority Board Appointments
CL-C 18-2019**

Regional Council at its meeting held on Thursday, February 28, 2019, passed the following resolution:

1. That Correspondence Item CL-C 18-2019, being a memorandum from A.-M. Norio, Regional Clerk, dated February 28, 2019, respecting Niagara Peninsula Conservation Authority Board Appointments, **BE RECEIVED**;
2. That Regional Council **EXTEND** the appointments of Councillors Bylsma, Chiocchio, Foster, Gibson, Greenwood, Heit, Huson, Insinna, Jordan, Steele, Whalen and Zalepa, on the Niagara Peninsula Conservation Authority Board for an additional period of three months;
3. That the Niagara Peninsula Conservation Authority Board **BE REQUESTED** to provide recommendations respecting Board composition and the recommended qualifications and process for appointments to the Board to Regional Council for consideration;
4. That the Board of Directors of the NPCA **DETERMINE** the types of skills and/or experience required on this Board of Directors based on the mandate of the NPCA and subsequently providing a skills matrix for purposes of selecting those members to Regional Council before the end of April 2019;
5. That staff **BE DIRECTED** to develop a process that all lower tier municipalities can follow to determine who they will recommend as their representatives to the NPCA Board of Directors before the end of May 2019; and

6. That staff **BE DIRECTED** to develop a process that will determine a fair and acceptable mix of politicians to be responsible to Niagara taxpayers to serve on the NPCA Board of Directors along side those chosen via the skills matrix before the end of May 2019.

A copy of Correspondence Item CL-C 18-2019 is attached for your information.

Yours truly,



Ann-Marie Norio
Regional Clerk

CLK-C 2019-062

Cc: Local Area Clerks
J. Pilon, Acting City Clerk, City of Hamilton
E. Eichenbaum, Clerk, Haldimand County

MEMORANDUM

CL-C 18-2019

Subject: Niagara Peninsula Conservation Authority Board Appointments

Date: February 28, 2019

To: Regional Council

From: Ann-Marie Norio, Regional Clerk

At its meeting held on December 6, 2018, Regional Council passed the following resolution:

*That twelve (12) Regional Councillors representing Niagara Region, one from each municipality in the Niagara Region, **BE APPOINTED** to replace the current Niagara Region representatives, on an interim basis, on the Niagara Peninsula Conservation Authority Board, effective immediately for a period of three months until it is determined how to proceed with the Board composition.*

Council subsequently passed the following resolution:

*That Councillors Bylsma, Chiocchio, Foster, Gibson, Greenwood, Heit, Huson, Insinna, Jordan, Steele, Whalen and Zalepa, **BE APPOINTED** to the Niagara Peninsula Conservation Authority Board for a three month period.*

In accordance with the above motion, the appointment of the members of the current board will expire on March 6, 2019. The appointment of the current Regional representatives on the NPCA Board was for a limited duration but with full authority to act respecting all matters of the Board.

The Clerk's Office has received correspondence from some local area municipalities respecting a local appointee to the NPCA Board (attached as Appendix 1). Niagara Region's Procedural By-law does not contain any provisions respecting appointments to the NPCA Board nor are there any policies related to this matter.

Section 4 of the *Conservation Authorities Act*, provides that a regional municipality shall be a participating municipality in place of the local municipalities within the regional municipality and shall appoint to the authority the number of members which the local municipality would otherwise have been entitled as participating municipalities.

Past practice with respect to the Board appointment of twelve (12) representatives, one from each local area municipality, has been to first ask the Regional Councillors who represent the municipality requiring representation whether or not they are willing to sit as a member of the Board. In the event that there is no interest from a Regional

Councillor of that municipality, the local municipal council is notified. The local council then determines how they would like to fill the spot on the Board. This could be with a local municipal councillor or a local citizen.

Council could decide to continue with the current appointment process practice; however, should Council wish to change this, the criteria and process would need to be defined. In considering this issue, Council may wish to seek input from the NPCA Board.

A resolution of Council is required to extend the current Board appointments. Suggested wording is as follows:

That Regional Council **EXTEND** the appointments of Councillors Bylsma, Chiocchio, Foster, Gibson, Greenwood, Heit, Huson, Insinna, Jordan, Steele, Whalen and Zalepa, on the Niagara Peninsula Conservation Authority Board for an additional <insert period of time>; and

That the Niagara Peninsula Conservation Authority Board **BE REQUESTED** to provide recommendations respecting Board composition and the recommended qualifications and process for appointments to the Board to Regional Council for consideration.

Respectfully submitted and signed by

Ann-Marie Norio
Regional Clerk



Community Services

Legislative Services

December 4, 2018
File #120203

Sent via Email: ann-marie.norio@niagararegion.ca

Ann-Marie Norio, Regional Clerk
Niagara Region
1815 Sir Issac Brock Way, P.O. Box 1042
Thorold, ON L2V 4T7

Dear Ms. Norio:

Re: Appointment to the Niagara Peninsula Conservation

The Municipal Council of the Town of Fort Erie at its Inaugural Meeting of December 3, 2018 passed the following resolution:

That: Council recommends Leah Feor to The Regional Municipality of Niagara's Council as the Town of Fort Erie representative for appointment to the Niagara Peninsula Conservation Authority for the 2018-2022 term of Council.

Leah's contact information is as follows:

Leah Feor
P.O. Box [REDACTED]
Crystal Beach, ON L0S 1B0
Phone: [REDACTED]
Email: [REDACTED]

Trusting this information will be of assistance to you.

Yours very truly,

Carol Schofield, Dip. M.A.
Manager, Legislative Services/Clerk
cschofield@forterie.ca

CS:dkk

Mailing Address: The Corporation of the Town of Fort Erie
1 Municipal Centre Drive, Fort Erie ON L2A 2S6
Office Hours 8:30 a.m. to 5:00 p.m. Phone: (905) 871-1600 FAX: (905) 871-4022 Web-site: www.forterie.ca



City of Welland
Legislative Services
Office of the City Clerk
60 East Main Street, Welland, ON L3B 3X4
Phone: 905-735-1700 Ext. 2280 | Fax: 905-732-1919
Email: clerk@welland.ca | www.welland.ca

January 25, 2019

File No. 16-129

SENT VIA EMAIL

Niagara Peninsula Conservation Authority
250 Thorold Street West, 3rd Floor
Welland, ON L3C 3W2

Attention: Lisa McManus, Chief Administrative Officer and Secretary - Treasurer (Interim)

Dear Ms. McManus:

Re: January 25, 2019 – WELLAND CITY COUNCIL

At its meeting of January 25, 2019, Welland City Council passed the following motion:

“THAT THE COUNCIL OF THE CITY OF WELLAND appoints John Ingrao to the Niagara Peninsula Conservation Authority from January 15, 2019 to November 14, 2022.”

Yours truly,

Carmela Radice
Deputy Clerk

TS:cap

c.c.: - A. Norio, Niagara Regional Clerk, sent via email

Bridging the past, present and future



February 26, 2019

Ann-Marie Norio
Regional Clerk Niagara Region
1815 Sir Isaac Brock Way, P.O. Box 1042 Thorold, ON
L2V 4T7
Sent via email to Ann-Marie.Norio@niagararegion.ca

Re: Niagara Peninsula Conservation Authority

Dear Ms. Norio,

Please be advised that at its meeting held on February 25, 2019, St. Catharines City Council approved the following motion:

WHEREAS on November 12, 2018, City Council directed staff to develop a process for appointing a representative to the Niagara Peninsula Conservation Authority (NPCA) Board to be implemented at the beginning of the 2018 – 2022 Term of Council; and

WHEREAS on December 10, 2018, City Council appointed Councillors Garcia, Miller, and Williamson to the NPCA Nominating Committee for the purpose of reviewing applications and making recommendations for appointment / nomination to the NPCA Board; and

WHEREAS the NPCA Nominating Committee has reviewed all applications and recommends Ed Smith for appointment to the NPCA Board;

THEREFORE BE IT RESOLVED that the City of St. Catharines recommends that Ed Smith be appointed to the NPCA Board as a representative of the City of St. Catharines for the remainder of the 2018 – 2022 Term of Council; and

BE IT FURTHER RESOLVED that the Niagara Region / NPCA be asked to provide a matrix for evaluating applicants; and

BE IT FURTHER RESOLVED that this resolution be forwarded to the Regional Clerk for distribution at Niagara Regional Council.

If you have any questions, please contact the Office of the City Clerk at extension 1524.

A handwritten signature in black ink, appearing to read "Bonnie Nistico-Dunk".

Bonnie Nistico-Dunk, City Clerk
Legal and Clerks Services, Office of the City Clerk
:kn

PO Box 3012, 50 Church St., St. Catharines, ON L2R 7C2
Tel: 905.688.5600 | TTY: 905.688.4889 | www.stcatharines.ca

Board Skills Matrix

INTRODUCTION

This skills matrix is designed to ensure the Niagara Peninsula Conservation Authority (NPCA) Board of Directors consists of individuals with a balance of skills to oversee the organization's delivery of its mandate, achieve the strategic goals, and direct the organization's future.

All Directors will be expected to have sound professional knowledge and experience and contribute to the collective industry skills set held by the Board.

PRINCIPLES

The NPCA Board is a skills-based board comprised of Directors who collectively have the skills, knowledge and experience to effectively govern and direct the organization. The skills and attributes of the Board can be broadly categorized as follows:

- Governance skills (skills directly relevant to performing the Board's key functions);
- Industry skills (skills relevant to Conservation Authorities);
- Priority Skills Over Next 4 Years (skills relevant to issues NPCA is facing)

POLICY

The skills, knowledge and experience required on the Board will change as the organization evolves. In relation to each skill identified in this matrix, the Board will use this as a guide to ensure reasonable diversity and a broad range of skills are evident across the NPCA Board.

The Board skills matrix is:

- An assessment of governance and industry-based skills which should be held collectively by the Board. Each skill area is accompanied by a description and a separate column for the Board to assess whether the skill is essential or desirable.
- As part of the selection process potential Directors are expected to self-assess their competency and through the interview process, the Selection Committee is expected to validate the ratings.
- As Directors are appointed or elected to the Board, their skill sets should be noted in the 'Directors Strengths' column. It is recommended that only the top 3 or 4 skills held by each Director should be mapped so that the Board can readily ascertain the Board's collective skill strengths and gaps.
- Collective skill gaps will be addressed through a Board of Directors' Education program.

Regular Board performance evaluations will be conducted to address Board skills of Directors.

The skill areas in the matrix will be regularly reviewed to ensure that the composition of skills on the Board remains aligned with the NPCA stage of development and strategic direction.

LAST UPDATED: <Insert Date>

Governance Skills:

Skill Area	Description	E (Essential) D (Desirable)	Current Key Director Strengths <Insert director initials or identifying number in the columns below. Include additional columns as required>									
Board Governance	Experience with, or is able to demonstrate knowledge or expertise in, board governance in the private, public, and/or not-for-profit sectors. The applicant has a clear understanding of the distinction between the role of the board versus the role of management. Governance experience could have been acquired through prior board or committee service or reporting to/or working with a board as an employee.	E										
Business Management	Experience with, or is able to demonstrate knowledge or expertise in, sound management and operational business processes and practices in the private or public sector. This competency may include an understanding of topics such as managing complex projects, leveraging information technology, planning and measuring performance, and allocating resources to achieve outcomes.	E										
Strategy and planning	Ability to think strategically, identify and critically assess strategic opportunities and threats, and develop effective strategies in the context of the mission, mandate of the NPCA and relevant goals and priorities.	E										
Risk Management	Ability to identify and mitigate key risks to the NPCA. This may include identifying potential risks, recommending and implementing preventive measures, and devising plans to minimize the impact of risks. This competency may also include experience	E										

Conservation and Environmental Skills :

Skill Area	Description	E (Essential) D (Desirable)	Current Key Director Strengths <Insert director initials or identifying number in the columns below. Include additional columns as required>									
Watershed Management	Experience with the development of watershed plans and/or processes of implementing sound land use and water management practices to protect ,improve and restore the quality and quantity of the water and other natural resources within a watershed.	E										
Natural Systems Management	A demonstrated knowledge of natural systems and ecological processes including current evaluation standards and methods. In depth knowledge of local environmental issues and features.	E										
Climate Change Adaption	Experience with the preparation and planning of resilient systems in response to climate change. A demonstrated knowledge of current best management practices related to hazard identification and emergency response.	E										
Flood Plain Mapping	A demonstrated understanding of the science and technology underlying the mapping and modeling of hazard features. Experience with the monitoring and communication of flood response systems.	E										
Restoration Programs	Able to demonstrate knowledge or expertise in the design and planning of ecological restoration projects including an understanding of current restoration techniques and practices. This may include experience with the administration of contracts for the implementation of projects and demonstrated ability to work effectively with diverse stakeholders to achieve restoration goals at	E										

Priority Skills For Next 4 Years :

Skill Area	Description	E (Essential) D (Desirable)	Current Key Director Strengths <Insert director initials or identifying number in the columns below. Include additional columns as required>									
Change Management	Experience dealing with the transition or transformation of an organization's goals, processes or technologies. This may include experience with tools and techniques to manage the people side of change to achieve the required business outcomes.	E										
Human Resource Management	Experience with, or is able to demonstrate knowledge or expertise in, strategic human resource management. This may include workforce planning, employee engagement, succession planning, organizational capacity, compensation, professional development and CAO/CEO performance management and evaluation.	E										
Capital Planning	Knowledge of infrastructure capital planning and land development matters.	E										
Public Sector Procurement	Experience with Ontario public sector procurement legislation and practices in managing public funds efficiently and effectively ensuring value for money for the goods and services that are purchased by the NPCA	E										
Diversity Understanding	Understanding, recognizing and supporting individual differences along the dimensions of race, ethnicity, culture, gender, sexual orientation, socio-economic status, age, physical abilities, or religious beliefs	E										

Competency Definitions

	Competency	Definition
5	Expert	You are recognized by others as an authority on the subject matter garnered through education and extensive experience.
4	Advanced	You have significant practical and professional experience related to the subject matter and you consult or lead others in the application of the competency.
3	Intermediate	You have working or functional knowledge of the subject matter but may require assistance in understanding its advanced concepts.
2	Novice	You have a basic understanding of the subject matter.
1	None	You have no knowledge of the subject matter.

Priority For Next 4 Years	E	Diversity Understanding				
	E	Public Sector Procurement				
	E	Capital Planning				
	E	Human Resource Management				
	E	Change Management				
Conservation and Environmental	E	Geomatics				
	E	Development Proposal and Permit Applications				
	E	Land Use Planning				
	E	Restoration Programs				
	E	Flood Plain Mapping				
	E	Climate Change Adaption				
	E	Natural Systems Management				
	E	Watershed Management				
Governance	E	Legal and/or Enforcement and Compliance				
	E	Member and Stakeholder Engagement				
	E	Financial Literacy				
	E	Risk Management				
	E	Strategy and Planning				
	E	Business Management				
	E	Board Governance				
Essential or Desired			Name	Director 1	Director 2	Director 3
				1	2	3

Appendix 3: Alberta Board – Board Profile & Competency Matrix Template



Board Profile & Competency Matrix Tool

This tool provides a list of critical competencies organized in three major areas. These competencies are intended to balance professional experience, environmental or contextual knowledge and personal attributes and skills.

The competencies listed below are examples that can be used to create an overall board profile for the board, as well as inform the development of a unique competency matrix, recruitment postings and director profiles for specific vacancies. Public agencies are encouraged to tailor the competencies to best suit their needs and accurately reflect the requirements of that board.

Definitions for each of the competencies and the competency matrix tool are included in section 9.1 as part of the recruitment plan.

Competency Area	Critical Competencies	Brief Description
Relevant Professional Experience	<ul style="list-style-type: none"> Governance Business/Management Legal/Regulatory Human Resources Accounting/Financial Risk Management Public Relations/Media 	The candidate has professional/volunteer experience that is relevant and valuable to the board of the public agency.
Specialized Environmental Knowledge	<ul style="list-style-type: none"> Government/Public Policy Community/Stakeholder Relations Industry/Sector 	The candidate has specialized knowledge of the environment or context affecting the board of the public agency.
Personal Effectiveness Skills	<ul style="list-style-type: none"> Leadership/Teamwork Strategic Thinking/Planning Critical Thinking/Problem Solving 	The candidate has personal skills or attributes of value to the board of the public agency.
Other	Additional competencies may be identified that do not fall within the categories provided above but are essential to the needs of the public agency.	

Relevant Professional Experience	
Governance Experience	<ul style="list-style-type: none"> ➤ The applicant has experience with, or is able to demonstrate knowledge or expertise in, board governance in the private, public, and/or voluntary/non-profit sector. The applicant has a clear understanding of the distinction between the role of the board versus the role of management. Governance experience could be acquired through prior board or committee service or reporting to/or working with a board as an employee.
Business/Management Experience	<ul style="list-style-type: none"> ➤ The applicant has experience with, or is able to demonstrate knowledge or expertise in, sound management and operational business processes and practices in the private or public sector. This competency may include an understanding of topics such as managing complex projects, leveraging information technology, planning and measuring performance, and allocating resources to achieve outcomes.
Legal/Regulatory Experience	<ul style="list-style-type: none"> ➤ The applicant has experience with, or is able to demonstrate knowledge or expertise in, legal principles, processes, and systems. This may include interpreting and applying legislation, experience with adjudicative or quasi-judicial hearings or tribunals, or an understanding of the legal dimensions of organizational issues.
Human Resources Experience	<ul style="list-style-type: none"> ➤ The applicant has experience with, or is able to demonstrate knowledge or expertise in, strategic human resource management. This may include workforce planning, employee engagement, succession planning, organizational capacity, compensation, and professional development. Depending on the public agency, knowledge or expertise in CEO performance management and evaluation may be a related asset.
Accounting/Financial Experience	<ul style="list-style-type: none"> ➤ The applicant has experience with, or is able to demonstrate knowledge or expertise in, accounting or financial management. This may include analyzing and interpreting financial statements, evaluating organizational budgets and understanding financial reporting.
Risk Management Experience	<ul style="list-style-type: none"> ➤ The applicant has experience with, or is able to demonstrate knowledge or expertise in, enterprise risk management. This may include identifying potential risks, recommending and implementing preventive measures, and devising plans to minimize the impact of risks. This competency may also include experience or knowledge of auditing practices, organizational controls, and compliance measures.
Public Relations/Media Experience	<ul style="list-style-type: none"> ➤ The applicant has experience with, or is able to demonstrate knowledge or expertise in, communications, public relations or interacting with the media. This may include knowledge of effective advocacy and public engagement strategies, developing key messages, crisis communications, or social media and viral marketing.

Specialized Environmental Knowledge	
Government/Public Policy Knowledge	<ul style="list-style-type: none"> ➤ The applicant has experience with, or is able to demonstrate knowledge or expertise of, the broader public policy context affecting the public agency. This may include the strategic priorities of government and the relationship between those priorities and the work of the public agency.
Community/Stakeholder Relations Knowledge	<ul style="list-style-type: none"> ➤ The applicant has experience with, or is able to demonstrate knowledge or expertise of, the community or communities the public agency serves, including the stakeholder landscape affecting the public agency. This may include a demonstrated capacity to build networks and foster trusting relationships with communities and stakeholders.
Industry/Sector Knowledge	<ul style="list-style-type: none"> ➤ The applicant has experience with, or is able to demonstrate knowledge or expertise of, the industry or sector the public agency operates within. This may include an understanding of particular trends, challenges and opportunities, or unique dynamics within the sector that are relevant to the public agency.
Personal Effectiveness Skills	
Leadership/Teamwork Skills	<ul style="list-style-type: none"> ➤ The applicant demonstrates an ability to inspire, motivate and offer direction and leadership to others. The candidate also demonstrates an understanding of the importance of teamwork to the success of the board. This may include an ability to recognize and value the contributions of board members, staff, and stakeholders.
Strategic Thinking/Planning Skills	<ul style="list-style-type: none"> ➤ The applicant demonstrates an ability to think strategically about the opportunities and challenges facing the public agency and to engage in short, medium and long-range planning to provide high-level guidance and direction for the public agency.
Critical Thinking/Problem Solving Skills	<ul style="list-style-type: none"> ➤ The applicant demonstrates an ability to apply critical thinking to creatively assess situations and to generate novel or innovative solutions to challenges facing the board of the public agency.

Board Profile & Competency Matrix Template

GENERAL BOARD MEMBER COMPETENCY MATRIX (*Choose as many competencies as applicable)	<Candidate 1>	<Candidate 2>	<Candidate 3>	<Candidate 4>	<Candidate 5>
Relevant Professional Experience					
Governance Experience					
Business/Management Experience					
Legal/Regulatory Experience					
Human Resources Experience					
Accounting/Financial Experience					
Risk Management Experience					
Public Relations/Media Experience					
Specialized Environmental Knowledge					
Government/Public Policy Knowledge					
Community/Stakeholder Relations Knowledge					
Industry/Sector Knowledge					
Personal Effectiveness Skills					
Leadership/Teamwork Skills					
Strategic Thinking/Planning Skills					
Critical Thinking/Problem Solving Skills					
Other					
<Competency 1>					
<Competency 2>					
<Competency 3>					

*To be completed as part of the recruitment plan, as outlined in section 9.1.

**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** policies 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