



ANNUAL GENERAL MEETING MINUTES
Wednesday, January 15, 2020
9:30 a.m.
Ball's Falls Centre for Conservation
Glen Elgin Room
3292 Sixth Avenue, Jordan, ON

NOTE: The archived recorded meeting is available on the NPCA website. The recorded video of the Full Authority meeting is not considered the official record of that meeting. The official record of the Full Authority meeting shall consist solely of the Minutes approved by the Full Authority Board. *NPCA Administrative By-law Section 14.5*

MEMBERS PRESENT:

- D. Bylsma
- S. Beattie
- R. Brady
- D. Coon-Petersen (arrived 9:48 a.m.)
- D. Cridland
- L. Feor
- R. Foster
- J. Hellinga
- D. Huson
- J. Ingrao
- B. Johnson
- K. Kawall
- B. Mackenzie
- J. Metcalfe
- W. Rapley
- R. Shirton
- E. Smith
- B. Steele (arrived 9:45 a.m.)
- M. Woodhouse
- B. Wright

MEMBERS ABSENT: B. Clark

STAFF PRESENT:

- C. Sharma, CAO / Secretary – Treasurer
- G. Bivol, Executive Co-ordinator to the CAO / Board
- R. Bisson, Manager, Communications and Public Relations
- A. Christie, Director, Operations and Strategic Initiatives
- M. Ferrusi, Manager, Human Resources
- L. Gagnon, Director, Corporate Services
- D. MacKenzie, Director, Watershed Management
- E. Navarro, Communications Specialist
- R. Petruzzo, Multimedia Specialist
- G. Verkade, Manager, Information Management and Technology Systems

OTHERS PRESENT: Lois Ouellette, KPMG

Chair Bylsma called the meeting to order at 9:30 a.m..

1. ADOPTION OF AGENDA

- a) Addition of Items – None
- b) Change in Order of Items - None
- c) Adoption of Agenda

Resolution No. FA-01-20
Moved by Board Member Brady
Seconded by Board Member Feor

THAT the agenda for the Niagara Peninsula Conservation Authority's 61st Annual General Meeting held on Wednesday, January 15, 2020 **BE APPROVED** as presented.

CARRIED

2. DECLARATIONS OF CONFLICT OF INTEREST

None declared.

3. GREETINGS BY THE CHAIR

Chair Bylsma welcomed attendees and acknowledged the NPCA's auditor Lise Ouellette from the firm of KPMG.

4. CONCLUSION OF 2019 BUSINESS

Chair Bylsma conducted a vote on the following motion before introducing the new Chief Administrative Officer, turning the proceedings over to C.A.O. Sharma and vacating the chair.

Resolution No. FA-02-20
Moved by Board Member Brady
Seconded by Board Member Cridland

THAT the Board of Directors **CONCLUDE** the business of 2019.
AND FURTHER THAT the Chair **BE DECLARED** vacant.

CARRIED

5. ROLL CALL 2020 BOARD MEMBERS

The 2020 Business portion of the meeting was called to order by Chandra Sharma, Chief Administrative Officer of the Niagara Peninsula Conservation Authority. The 2020 Board Members introduced themselves stating which municipality they represented. A request was made for a recess to allow members arriving late to participate in the election of officers.

Resolution No. FA-03-20
Moved by Board Member Foster
Seconded by Board Member Shirton

THAT the meeting **RECESS** until 9:45 a.m..

CARRIED

Ms. Sharma called the meeting to order at 9:45 a.m.

6. ELECTIONS

C.A.O. Sharma outlined the process for the elections.

a) Appointment of Scrutineers

Resolution No. FA-04-20
Moved by Board Member Cridland
Seconded by Board Member Foster

THAT in the event of a vote by ballot, Darren MacKenzie and Grant Bivol **WILL ACT** as scrutineers;
AND FURTHER THAT all ballots **BE DESTROYED** after the election.

CARRIED

b) Election of Officers

i) Chair of the Authority

C.A.O. Sharma called for nominations to the position of Chair and received the following:

Nomination:
Moved by Board Member Smith

THAT Board Member Kawall **BE NOMINATED** as Chair of the Niagara Peninsula Conservation Authority – Full Authority Board for 2020.

Nomination:
Moved by Board Member Feor

THAT Board Member Brady **BE NOMINATED** as Chair of the Niagara Peninsula Conservation Authority – Full Authority Board for 2020.

Nomination:
Moved by Board Member Shirton

THAT Board Member Bylsma **BE NOMINATED** as Chair of the Niagara Peninsula Conservation Authority – Full Authority Board for 2020.

Nomination:
Moved by Board Member Huson

THAT Board Member Johnson **BE NOMINATED** as Chair of the Niagara Peninsula Conservation Authority – Full Authority Board for 2020.

Ms. Sharma called a second and third time for nominations to the position of chair. With no further nominations coming forward the Board enacted the following resolution.

Resolution No. FA-05-20

Moved by Board Member Woodhouse
Seconded by Board Member Foster

That nominations for NPCA Board Chair **BE CLOSED**.

CARRIED

The Members nominated for the position of Chair each spoke to the merits of their candidacy. C.A.O. Sharma then conducted the voting process at the conclusion of which she announced that Member Brenda Johnson had been the successful candidate. The Board then adopted the following motion.

Resolution No. FA-06-20

Moved by Board Member Brady
Seconded by Board Member Bylsma

THAT Brenda Johnson **BE APPOINTED** as Chair of the Board of Directors of the Niagara Peninsula Conservation Authority for 2020.

CARRIED

ii) Vice Chair of the Authority

C.A.O. Sharma called for nominations to the position of Vice Chair and accepted the following:

Nomination:

Moved by Board Member Rapley

THAT Board Member Mackenzie **BE NOMINATED** as Vice Chair of the Niagara Peninsula Conservation Authority – Full Authority Board for 2020.

Nomination:

Moved by Board Member Johnson

THAT Board Member Huson **BE NOMINATED** as Vice Chair of the Niagara Peninsula Conservation Authority – Full Authority Board for 2020.

Nomination:

Moved by Board Member Feor

THAT Board Member Brady **BE NOMINATED** as Vice Chair of the Niagara Peninsula Conservation Authority – Full Authority Board for 2020.

Ms. Sharma called a second and third time for nominations to the position of Vice Chair. With no further nominations coming forward the Board enacted the following resolution.

Resolution No. FA-07-20
Moved by Board Member Steele
Seconded by Board Member Shirton

That nominations for NPCA Board Vice Chair **BE CLOSED**.

CARRIED

Members nominated for the position of Vice Chair spoke to the merits of their candidacy. C.A.O. Sharma conducted the voting process at the conclusion of which she announced that Member Bruce Mackenzie had been the successful candidate. The Board then adopted the following motion.

Resolution No. FA-08-20
Moved by Board Member Huson
Seconded by Board Member Feor

THAT Bruce Mackenzie **BE APPOINTED** as Vice Chair of the Board of Directors of the Niagara Peninsula Conservation Authority for 2020.

CARRIED

Ms. Charma turned the proceedings over to the incoming Chair Brenda Johnson for the balance of the meeting.

c) Appointment to Conservation Ontario for 2020

Resolution No. FA-09-20
Moved by Board Member Hellinga
Seconded by Board Member Foster

THAT the 2020 Chair of NPCA, or her designate, **BE APPOINTED** as the Authority's voting delegate to Conservation Ontario;
AND FURTHER THAT the Chief Administrative Officer **BE** the alternate delegate.

CARRIED

d) Appointment to The Niagara Peninsula Conservation Foundation

Resolution No. FA-10-20
Moved by Board Member Cridland
Seconded by Board Member Feor

THAT the Chief Administrative Officer, Chandra Sharma and Member Foster **BE APPOINTED** to the Niagara Peninsula Conservation Foundation for 2020.

CARRIED

e) Appointment to Audit and Budget Committee

Resolution No. FA-11-20
Moved by Board Member Kawall
Seconded by Board Member Shirton

THAT the following Board Members **BE APPOINTED** to the Audit and Budget Committee for 2020: James Stewart Beattie, Robert Foster, Ken Kawall, William Steele, and Mal Woodhouse.

CARRIED

f) Appointment to Governance Committee

Resolution No. FA-12-20

Moved by Board Member Smith

Seconded by Board Member Kawall

THAT the following Members **BE APPOINTED** to the Governance Committee for 2020: Rick Brady, Robert Foster, John A. Ingrao, Ken Kawall, Brad Clark, Ed Smith and Mal Woodhouse.

CARRIED

g) Appointment to Strategic Planning Committee

Resolution No. FA-13-20

Moved by Board Member Huson

Seconded by Board Member Smith

THAT the following Members **BE APPOINTED** to the Strategic Planning Committee for 2020: James Stewart Beattie, Rick Brady, Jack S. Hellinga, Ken Kawall, William Rapley, Brian Wright, Ed Smith, Dave Bylsma and Mal Woodhouse.

CARRIED

7. SIGNING OFFICERS

Resolution No. FA-14-20

Moved by Board Member Metcalfe

Seconded by Board Member Shirton

THAT the Authority's Chair Brenda Johnson, Vice Chair Bruce Mackenzie, the Chief Administrative Officer/Secretary-Treasurer Chandra Sharma, and the Director Corporate Services, Lise Gagnon, or any two of them **ARE** hereby **AUTHORIZED** to sign, make, draw, accept, endorse and deliver cheques, promissory notes, bills of exchange, orders for the payment of money and such agreements and instruments as may be necessary or useful in connection with the operation of the said account;

AND FURTHER THAT any one of the above-mentioned officers **IS** hereby **AUTHORIZED** for and in the name of the Organization to endorse and transfer to the Bank for deposit or discount with or collection by the Bank (but for the credit of the Organization only) cheques, promissory notes, bills of exchange, orders for the payment of money and other instruments, to arrange, settle, balance and certify all books and accounts with the Bank and to sign receipts for vouchers.

CARRIED

8. MEETING SCHEDULE FOR 2020

Resolution No. FA-15-20

Moved by Board Member Wright

Seconded by Board Member Woodhouse

THAT Report No. FA-01-20 RE: 2020 Board of Directors' Meeting Schedule **BE RECEIVED**.

THAT Appendix 1 to Report No. FA-01-20 RE: 2020 Board of Directors' Meeting Schedule **BE IMPLEMENTED**.

THAT the meeting schedule **BE MADE** available on the NPCA website and **PROVIDED** to the participating and local area municipalities.

CARRIED

Resolution No. FA-16-20

Moved by Board Member Huson

Seconded by Board Member Shirton

THAT the Governance Committee **BE DIRECTED** to investigate alternate dates and options convening Full Authority meetings in the afternoon or the evening.

CARRIED

Resolution No. FA-17-20

Moved by Board Member Beattie

Seconded by Board Member Brady

THAT the summer meeting schedule **BE SENT** for review to the Governance Committee.

CARRIED

9. PRESENTATIONS

- a) Video Presentation: We Are NPCA - Renee Bisson, Manager of Communications and Public Relations indicated that the video would be presented at a later date.
- b) 2019 Year End Review Presentation – Renee Bisson, Manager of Communications and Public Relations introduced the video.

10. CHAIR'S CLOSING REMARKS

In light of her prior comments during and subsequent to the election process, Chair Johnson opted to forego additional remarks.

11. CLOSED SESSION

- a) Personal matters about identifiable individual(s), including NPCA employees

Resolution No. FA-18-20

Moved by Board Member Metcalfe

Seconded by Board Member Woodhouse

THAT the meeting of the Board of Directors of the Niagara Peninsula Conservation Authority **CONVENE** in closed session at 11:06 a.m. in accordance Section 11.1 of the NPCA Administrative By-law for the discussion on personal matters about identifiable individual(s), including NPCA employees.

CARRIED

Resolution No. FA-19-20

Moved by Board Member Woodhouse

Seconded by Board Member Metcalfe

THAT the meeting of the Board of Directors of the Niagara Peninsula Conservation Authority **RECONVENE** in open session at 11:17 a.m..

CARRIED

Chair Johnson noted that staff had received information verbally on a personal matter that would remain confidential.

12. ADJOURNMENT

Resolution No. FA-20-20

Moved by Board Member Shirton

Seconded by Board Member Metcalfe

THAT this meeting **BE** hereby **ADJOURNED** at 11:23 a.m..

CARRIED

Brenda Johnson
Chair
Niagara Peninsula Conservation Authority

Chandra Sharma
Chief Administrative Officer / Secretary -
Treasurer
Niagara Peninsula Conservation Authority