



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

Wednesday, March 27, 2019
9:30 a.m.
Ball's Falls Centre for Conservation
Glen Elgin Room
3292 Sixth Avenue, Jordan, ON

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- MEMBERS PRESENT:** B. Clark (Chair)
R. Foster
R. Shirton
D. Bylsma
- MEMBERS ABSENT:** D. Huson
- STAFF PRESENT:** G. Wood, Interim CAO / Secretary - Treasurer
G. Bivol, Interim Clerk

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

1. ADOPTION OF AGENDA

1.1 Addition of Items

None.

1.2 Change in Order of Items

None.

1.3 Motion to Adopt Agenda

Recommendation No. GC-08-2019

Moved by Member Foster

Seconded by Member Bylsma

THAT the agenda of the NPCA Governance Committee meeting dated March 27, 2019 be adopted.

CARRIED

2. DECLARATION OF CONFLICT OF INTEREST

None declared.

3. PRESENTATIONS (and/or Delegations)

3.1 None.

4. BUSINESS FOR INFORMATION

4.1 None.

5. BUSINESS FOR CONSIDERATION

5.1 Report No. GC-01-19 RE: Governance Committee – Final Terms of Reference

Recommendation No. GC-09-2019

Moved by Member Bylsma
Seconded by Member Foster

1. **THAT** Report No. GC-01-19 regarding the Governance Committee's final Terms of Reference be received.
2. **AND THAT** the NPCA Governance Committee's direction at the meeting of March 27, 2019 with respect to content for the final Terms of Reference be incorporated into the document and submitted to the Board of Directors for final approval.

CARRIED

5.2 Report No. GC-02-19 RE: NPCA Administrative By-Law

Recommendation No. GC-10-2019

Moved by Member Bylsma
Seconded by Member Shirton

1. **THAT** Report No. GC-02-19 regarding the NPCA's Administrative By-Laws be received.
2. **AND THAT** changes to the NPCA Administrative By-Law in relation to the Code of Conduct and Conflict of Interest as contained in Report No. GC-02-19 be recommended to the Board of Directors for approval.

CARRIED

Recommendation No. GC-11-2019

Moved by Member Foster
Seconded by Member Shirton

THAT staff explore the feasibility of retaining an integrity commissioner for the NPCA and report back to the Governance Committee.

CARRIED

5.3 Report No. GC-03-19 RE: Public Sector Salary Disclosure Act

Recommendation No. GC-12-2019

Moved by Member Foster

Seconded by Member Shirton

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 \$100,000 annually be required 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 required to declare their name, position, salary and total benefits on the NPCA website in 2019.
4. **AND THAT** Salary ranges and corresponding positions at the NPCA exceeding \$100,000 annually be identified on the NPCA website.

CARRIED

5.4 Report No. GC-04-19 RE: Resolution from Niagara Region Regarding Representation

Recommendation No. GC-13-2019

Moved by Member Foster

Seconded by Member Bylsma

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 inform the Region that appointment of Members to the Board exceeds the jurisdiction of the NPCA under the *Conservation Authorities Act*.
3. **THAT** the NPCA decline to comment on member municipality appointments to the Board.
4. **AND THAT** a general list of skills and competencies required for Board Members be prepared and circulated to member municipalities for consideration.

CARRIED

5.5 Minutes of the NPCA Governance Committee meeting dated February 4, 2019

Recommendation No. GC-14-2019

Moved by Member Shirton

Seconded by Member Foster

1. **THAT** the minutes of the meeting of the NPCA Governance Committee dated February 4, 2019 be adopted.

2. **AND THAT** Section 5.4 to 5.7 of Item 6.2 Administrative By-laws be returned to staff for a report on the designation of the responsibilities between the Head and the F.O.I. Co-Ordinator.

CARRIED

6. NEW BUSINESS

None.

7. ADJOURNMENT

Recommendation No. GC-15-2019

Moved by Member Shirton

Seconded by Member Foster

THAT the meeting of the NPCA Governance Committee does hereby adjourn at 11:34 a.m..

CARRIED

Brad Clark,
Committee Chair

Grant Bivol,
Interim Clerk