

**Governance Committee Meeting
Friday, December 13, 2019
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

- a) Addition of items
- b) Change in order of items
- c) Adopt Agenda

2. DECLARATIONS OF CONFLICT OF INTEREST

3. PRESENTATIONS (and/or Delegations)

There are no presentations or delegations scheduled for the meeting.

4. BUSINESS FOR INFORMATION

There is no business for information.

5. BUSINESS FOR CONSIDERATION

- a) Minutes of the NPCA Governance Committee meeting dated October 22, 2019

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6. NEW BUSINESS

- a) Report No. GC-13-2019 RE: Board Member Assessment
- b) Report No. GC-14-19 RE: Conservation Area Lifetime Passes
- c) Report No. GC-15-2019 RE: Procurement Policy – Legal Services
- d) Report No. GC-16-2019 RE: Whistleblower Policy
- e) Administrative By-law Updates (to be provided under separate cover)

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7. ADJOURNMENT



GOVERNANCE COMMITTEE MEETING MINUTES

Tuesday, October 22, 2019
9:30 a.m.

Ball's Falls Centre for Conservation
Glen Elgin Room
3292 Sixth Avenue, Jordan, ON

MEMBERS PRESENT: B. Clark (Chair)
D. Bylsma (left at 10:24 a.m.)
R. Foster (Vice-Chair)
D. Huson (left at 11:21 a.m.)
J. Ingrao
K. Kawall
R. Shirton
E. Smith

MEMBERS ABSENT: None

STAFF PRESENT: G. Wood, Chief Administrative Officer / Secretary - Treasurer
G. Bivol, Executive Co-ordinator to the Board
M. Ferrusi, Manager, Human Resources

The Committee Chair 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) Motion to Adopt Agenda

Recommendation No. GC-23-2019

Moved by Member Foster

Seconded by Member Ingrao

THAT the agenda of the NPCA Governance Committee meeting dated October 22, 2019 **BE ADOPTED.**

CARRIED

2. DECLARATION OF CONFLICT OF INTEREST

None declared.

3. PRESENTATIONS (and/or Delegations)

None.

4. BUSINESS FOR INFORMATION

None.

5. BUSINESS FOR CONSIDERATION

a) Minutes of the NPCA Governance Committee meeting dated July 24, 2019

Recommendation No. GC-24-2019

Moved by Member Foster

Seconded by Member Ingrao

THAT the minutes of the meeting of the NPCA Governance Committee dated July 24, 2019 **BE RECEIVED**.

CARRIED

- b) Report No. GC-09-19 Approved Update of the Administrative By-Law – Discussion ensued. The Committee proposed several changes for incorporation into the by-law document. Members requested clarification on use of the term “presentation” versus “evidence” in the prehearing process. Staff were requested to bring forward to the next meeting for discussion, proposed parameters for the roles and responsibilities of ex-officio members to Committees. In the interim, Members were advised that they could forward additional comments on the by-law to the CAO for consideration.

Recommendation No. GC-25-2019

Moved by Member Ingrao

Seconded by Member Shirton

THAT Report No. GC-09-19 RE: Updates to the NPCA's Administrative By-Law **BE RECEIVED**.

CARRIED

Recommendation No. GC-26-2019

Moved by Member Huson

Seconded by Member Foster

THAT with respect to Report No. GC-09-19 RE: Updates to the NPCA's Administrative By-Law, the NPCA Governance Committee **RECOMMENDS** the by-law be forwarded to the Board with the proposed amendments and updates as discussed.

CARRIED

- i) Code of Conduct Review (Appendix 1 to the Administrative Bylaw) - Discussion ensued. M. Ferrusi, Manager, Human Resources spoke on the issues with the NPCA utilizing or accessing the integrity commissioners of the member municipalities. Member Bylsma left the proceedings during deliberation of this matter.

Recommendation No. GC-27-2019

Moved by Member Huson

Seconded by Member Shirton

THAT the Code of Conduct issues **BE DEFERRED** pending discussions between the NPCA C.A.O. and the three member municipality C.A.O.'s.

CARRIED

- c) Report No. GC-10-19 RE: Per Diem and Honourarium Update – C.A.O. Wood spoke on the issue. Discussion ensued.

Recommendation No. GC-28-2019

Moved by Member Foster

Seconded by Member Huson

THAT a clause **BE ADDED** as Section 5.7 to the Honourariums, Per Diems, Expenses and Mileage Policy to denote a requirement for quarterly reporting and the publication of annual expense statements for the Members of the Board.

CARRIED

Recommendation No. GC-29-2019

Moved by Member Shirton

Seconded by Member Ingraio

1. **THAT** Report No. GC-10-19 RE: Per Diem and Honourarium Update **BE RECEIVED**.

2. **AND THAT** the Honourariums, Per Diems, Expenses and Mileage Policy being Appendix 1 to Report No. GC-10-19 **BE APPROVED** as amended.

CARRIED

- d) Report No. GC-11-19 RE: Whistleblower Policy – Members discussed the need for confidentiality in the process, potential for a region-wide whistleblower office relative to the initiatives underway with NPCA's municipal partners, organizational training, incorporation of whistleblowing into orientation practices, cultivating a culture that encourages whistleblowing and the need for a whistleblowing process that remains external of the organization.

Recommendation No. GC-30-2019

Moved by Member Ingraio

Seconded by Member Foster

THAT Report No. GC-11-19 RE: Whistleblower Policy **BE RECEIVED**.

CARRIED

Recommendation No. GC-31-2019

Moved by Member Huson

Seconded by Member Foster

THAT deliberation of the Whistleblower Policy **BE DEFERRED** pending discussion thereon between the NPCA C.A.O. and the member municipality C.A.O.'s.

CARRIED

- e) Verbal Update on Year End Assessment of Board Performance – Ms. Wood sought direction on this initiative. It was suggested that she research the assessment processes employed within other Conservation Authorities.

Recommendation No. GC-32-2019

Moved by Member Huson

Seconded by Member Foster

THAT the Year End Assessment of Board Performance **BE DEFERRED** for 12 months unless otherwise actioned by the incoming C.A.O..

CARRIED

- f) Sequencing of Minutes and Information between the Board and its Committees – Members discussed alternate means of bringing business items forward to the Board. Member Huson departed the meeting at 11:21 subsequent to the following vote.

Recommendation No. GC-33-2019

Moved by Member Huson

Seconded by Member Kwall

THAT the Committee **RECOMMENDS** that staff bring forward to the Board meetings only the recommendations from Committees in the form of a report from Committee Chairs rather than Committee minutes for Board ratification.

CARRIED

- g) Report No. FA-121-19 RE: Board Members' Access to Corporate Records – Discussion ensued. Need for a policy was discussed. It was suggested that the Information and Privacy Commissioner could be brought in to address the Board on this subject.

Recommendation No. GC-34-2019

Moved by Member Shirton

Seconded by Member Smith

THAT Report No. FA-121-19 RE: Board Members' Access to Corporate Records **BE RECEIVED** for information.

CARRIED

Recommendation No. GC-35-2019

Moved by Member Shirton

Seconded by Member Smith

THAT a policy **BE DRAFTED** to outline a process for Board Member access to corporate information and records.

CARRIED

Recommendation No. GC-36-2019

Moved by Member Shirton

Seconded by Member Smith

THAT a recommendation **BE FORWARDED** to initiate a closed session Board review of professional services.

CARRIED

- h) IPC Decision RE: Section 16 of MFIPPA – M. Ferrusi addressed the outcome of a recent appeal to the Information and Privacy Commission. The Committee suggested that going forward the title and salary ranges for staff earning in excess of \$100,000 annually be published by the NPCA.

Recommendation No. GC-37-2019

Moved by Member Smith

Seconded by Member Kawall

THAT a letter **BE DRAFTED** to the Ministers of Finance, Natural Resources and Forestry and the Minister of the Environment, Conservation and Parks asking for amendment in legislation regarding salary disclosure for organizations encompassed under Section 2.(2) of the Public Sector Salary Disclosure Act, 1996.

CARRIED

- i) Report No. GC-12-19 RE: Record Checks – Discussion ensued. Members requested that applicants be advised of the requirement for records checks in advance of submitting applications to Committees.

Recommendation No. GC-38-2019

Moved by Member Foster

Seconded by Member Smith

THAT Report No. GC-12-19 RE: Record Checks **BE RECEIVED** for information.

CARRIED

Recommendation No. GC-39-2019

Moved by Member Shirton

Seconded by Member Smith

1. **THAT** the Code of Conduct **BE AMENDED** to include Public Appointees to Committees.
2. **AND THAT** police criminal records checks **BE REQUIRED** for candidates selected for appointment to citizen advisory committees beginning in 2020.*

CARRIED

Recommendation No. GC-40-2019

Moved by Member Ingrao

Seconded by Member Smith

THAT the NPCA Governance Committee **RECOMMENDS** adoption of the appointments to the Public Advisory Committee as contained in Confidential Report FA-140-19 contingent on a police criminal records check with re-imbursement to be provided by the NPCA.*

CARRIED

* *Note: Recommendations No. GC-39 and No. GC-40-2019 appear as amended by Resolution of the Board enacted on November 20, 2019.*

6. NEW BUSINESS

Member Foster spoke on the need to get the NPCA involved in Canada 2021 Games. Member Kawall requested that the Terms of Reference be updated to reflect the revised role for the Governance Committee.

7. ADJOURNMENT

Recommendation No. GC-41-2019

Moved by Member Smith

Seconded by Member Shirton

THAT the meeting of the NPCA Governance Committee hereby adjourns at 12:47 p.m.

CARRIED

Brad Clark,
Committee Chair

D. Gayle Wood,
Chief Administrative Officer /
Secretary - Treasurer

Report To: Chair and Members of the Governance Committee

Subject: Board Member Assessment

Report No: GC-13-19

Date: December 13, 2019

Recommendation:

1. **THAT** Report No. GC-13-19 RE: Board Member Assessment **BE RECEIVED**.
2. **THAT** the incoming NPCA Chief Administrative Officer **BE PROVIDED** with a copy of this report and the contact information for individuals from Niagara Health.

Purpose:

The purpose of this report is to provide an information update to the Governance Committee regarding Board Assessment and Individual Member Assessment.

Discussion:

Further to the Auditor General's Report and Recommendations, staff and the Governance Committee have been reviewing options for assessment of board and committee performance.

At the July Governance Committee meeting the CAO provided some self-assessment tools for consideration. At that time, the Committee suggested that an external consultant be hired to assist with the assessment.

At the October Committee meeting it was determined that the assessment occur in the Fall of 2020 after one year of the full board working together.

During this period the CAO consulted with staff from **Niagara Health** who have also reflected on the board assessment process with their Board of Directors.

They too, originally looked at completing an internal assessment, then chose to seek external support, and have recently determined to complete an internal assessment based on the recommendation of a new Board member. **Niagara Health** has kindly shared their assessment surveys for the following.

- Peer to Peer Assessment Tool
- Individual Director Assessment Tool
- Board Chair Assessment Tool
- Standing Committee Self Assessment Survey.

Based on Niagara Health's expertise and knowledge in this area, they recommended that our Board of Directors' assessment be completed in the Spring of 2020; 6 months after the full Board has worked together.

Financial Implications:

Internal assessment tools could be implemented utilizing board and staff time. A ***Request for Proposal*** would need to be completed should the Board select to have an external assessment done. There is no funding allocated in the 2020 budget for an external assessment.

Submitted by:

Original signed by:

D. Gayle Wood, BES, CMMIII
Chief Administrative Officer/Secretary-Treasurer

Report To: Chair and Members of the Governance Committee

Subject: Conservation Area Lifetime Passes

Report No: GC-14-19

Date: December 13, 2019

Recommendation:

1. **THAT** Report No. GC-14-19 RE: Conservation Area Lifetime Passes, **BE RECEIVED**.
2. **THAT** the Governance Committee **PROVIDE** direction regarding Lifetime Passes for former Board Members.

Purpose:

The purpose of this report is to provide an update to the Board Member's regarding the current practice of issuing Lifetime Conservation Areas Passes to past Board Members and to seek direction.

Background:

In the past it has been the practice to provide outgoing Board Members with Lifetime Conservation Areas Passes. Recently, a Board Member from the 2014 to 2018 term has requested their Lifetime Pass. A response to this request is outstanding.

After an investigation of the NPCA files, staff cannot find a Policy regarding Lifetime Passes and are seeking Governance Committee direction in this regard.

It is important to note that Life time Passes afford the member admittance into any Conservation Area in the Province, with a few exceptions.

Financial Implications:

Lifetime Passes are valuable, and it is difficult to evaluate the economic impact in terms of lost revenue, as different individuals could utilize the passes with differing frequency.

Submitted by:

Original signed by:

D. Gayle Wood, BES, CMMIII
Chief Administrative Officer/Secretary-Treasurer

Report To: Governance Committee

Subject: NPCA Procurement Policy – Legal Services

Report No: GC-15-19

Date: December 13, 2019

Recommendation:

1. **THAT** Report No. GC-15-19 RE: NPCA Procurement Policy – Legal Services **BE RECEIVED**.
2. **THAT** the Governance Committee **RECOMMENDS** to the Board of Directors that Legal Services will be classified as exempt from competitive procurement.

Purpose:

The purpose of this report is to seek the Governance Committee's recommendation to the Board of Directors to classify Legal Services as exempt from competitive procurement in accordance with Appendix A of the Draft Procurement Policy appended (Appendix 1).

Background:

Recommendation 20 within the Auditor General of Ontario's Special audit of the NPCA states:

To ensure that the Niagara Peninsula Conservation Authority receives value for money spent on goods and services, NPCA should:

- a) Assess the benefits of establishing continuity and achieving cost savings from contracting with a preferred law firm for each field of law it requires services;
- b) Revise its procurement policies for legal services to implement the results of the above assessment.

Discussion:

To address Recommendation 20, a draft revised NPCA Procurement Policy is attached as Appendix 1 for the Governance Committee's consideration and recommendation to the Board of Directors.

Legal Services:

- As sourced through the Niagara Public Purchasing Committee, the majority of public entities in Niagara have classified Legal Services as exempt from competitive procurement.
- Toronto and Region Conservation Authority has established a Vendor of Record listing for each type of legal service required. This strategy works well in a larger centre with multiple service providers.
- NPCA recommends that Legal Services be exempt from competitive procurement for the following reasons:
 - Limited number of service providers, resulting in potential conflict of interest between NPCA and other clients within the legal practice.
 - Consistency with best practice within other public entities in the Niagara Region.
- As a compensating control, all single/sole source Legal Services will be reported to the Board through a resolution at the Annual General Meeting of the Board held in January of each year.

Financial Implications:

There are no financial implications associated with this Report.

Related Reports and Appendices:

Appendix 1 – NPCA Procurement Policy (DRAFT)

Authored by:

Original signed by:

Lise Gagnon, CPA, CGA
Director, Corporate Services

Submitted by:

Original signed by:

D. Gayle Wood, BES, CMMIII
Chief Administrative Officer/Secretary-Treasurer

Procurement Policy

Developed by: Corporate Services Department

Approved by: Date:

Effective Date: Latest Revision:

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Procurement Policy

1.0 Purpose

The purpose of this Procurement Policy is to:

- Simplify and clarify Procurement – related policies based on sound Procurement practices;
- Ensure compliance with mandatory elements of the Procurement Policy;
- Ensure that Goods and/or Services procured by the Niagara Peninsula Conservation Authority are acquired through a process that is fair, open, transparent, geographically neutral and accessible to qualified vendors;
- Define the responsibilities of individuals and organizations in each stage of the Procurement process;
- Obtain the best value for the Niagara Peninsula Conservation Authority when procuring Goods and/or Services;
- Ensure consistency in the management of Procurement-related processes and decisions;
- Ensure the procuring of Goods and/or Services with due regard to the preservation of the natural environment.

2.0 Scope

This Procurement Policy applies to the Procurement of all Goods and/or Services including, but not limited to, Consulting Services, Capital/Infrastructure Projects, Communication Services, Advertising, Public Relations, Restoration Projects and Information Management to meet the Niagara Peninsula Conservation Authority's needs.

This Policy establishes the authority of officer(s) and employee(s) to authorize and execute transactions with respect to supply-chain related activities, ensuring an appropriate level of control and accountability.

This Policy acknowledges that it is the role of the officer(s) and employee(s) of the Niagara Peninsula Conservation Authority to implement the Board of Directors decisions. The ethical, efficient, sustainable and accountable management of supply-chain related activities within the organization and the need to respond to various supply-chain related issues in a timely fashion makes it appropriate for the Board of Directors to delegate certain administrative powers and duties to officer(s) and employee(s) of the Niagara Peninsula Conservation Authority subject to oversight by Corporate Services Procurement Specialist.

The Niagara Conservation Authority's Board of Directors always has ultimate authority in all matters. In the event of a conflict between the terms of this Policy and a specific resolution of the Board, the resolution of the Board prevails.

This Policy applies to all employees of the Niagara Peninsula Conservation Authority and its Board of Directors.

This Policy applies to any acquisition of goods and/or services for the Niagara Peninsula Conservation Authority activities by its employees and the Board of Directors.

Procurement Policy

Consistency and Contradictions

Where there may be apparent contradictions between this policy and other legal requirements to which the Niagara Peninsula Conservation Authority is subject, every effort should be made to interpret both this Policy and the other requirements in a consistent manner.

If any provision of this Policy is found to be inconsistent with the provisions of a collective agreement, the collective agreement will prevail, unless the Policy provision is required by law, in which case the Policy provision will prevail.

Where funding for a purchase is provided by a funding agency, a more stringent set of approval requirements may be used at the discretion of the funding agency. If the funding agency approval requirements are more stringent than this Policy, the funding agency requirements will prevail.

The provisions of this Policy apply only to the extent that such provisions (or any one of them) are not prohibited by law including directives received from the Province of Ontario. If any provision in this Policy is held to be invalid, void or unenforceable by a court, arbitrator or government agency, then the remainder of the Policy shall not be affected, impaired or invalidated, and all provisions not invalidated, voided or rendered unenforceable shall be valid and enforceable.

3.0 General Policies and Procedures

1. All purchases of goods and services by NPCA employees and the Board of Directors must comply with:
 - a. the requirements of this Policy, including all appendices,
 - b. all applicable laws, including the Conservation Act; and
 - c. any other applicable Niagara Peninsula Conservation Authority policies, collective agreements and relevant legal agreement(s).

Purchasing processes

2. All purchases of goods and services listed in **Appendix A – Exempt Expenditures** are exempt from the requirement to follow a competitive bid process but must comply with all other provisions of this Policy
3. All purchases of goods and services, except for Consulting services and exempt expenditures set out in Appendix A, must comply with the competitive bid processes set out in **Appendix B Table 1 – Competitive Bid Requirements for Goods, Non-Consulting Services**
4. All purchases of consulting services must comply with the competitive bid processes set out in **Appendix B Table 2 – Competitive Bid Requirements for Consulting Services**.

Procurement Policy

Purchasing approvals

5. All purchases of goods and services must comply with the approval requirements and purchase methods set out in **Appendix B - Purchasing Approvals and Methods Table 3**

6. Responsibilities and Authorities

(a) The Chief Administrative Officer/Secretary-Treasurer shall have all the necessary authority to administer this Policy and as per the delegation of authority policy, carry out their duties on behalf of the Niagara Peninsula Conservation Authority.

(b) Procurement Specialist is responsible for and shall have the authority to:

- i. acquire and dispose of goods and services;
- ii. call, receive, open and review bids;
- iii. authorize, amend, or cancel a purchase order;
- iv. establish procedures for the implementation of this Policy;
- v. establishes standards for bid solicitation, purchase orders, contracts and other documents required to manage supply chain related activities;
- vi. establish the terms and conditions of bid solicitations;
- vii. provide guidelines on procurement policies and procedures and the structure, format and general content of bid solicitations;
- viii. review proposed bid solicitations to ensure clarity, reasonableness and quality and advise staff of suggested improvements;
- ix. ensure open, fair and impartial purchasing processes for goods and services;
- x. ensure compliance with this Policy and advise the Chief Administrative Officer/Secretary-Treasurer through the Director Corporate Services when there has been noncompliance. The Chief Administrative Officer/Secretary-Treasurer shall take appropriate action to address and correct any non-compliance;
- xi. facilitate strategic sourcing with preferred vendor agreements in conjunction with the department and to utilize collaborative buying programs with other organizations where feasible;
- xii. promote the standardization of goods and services, where such standardization demonstrably supports the Purpose and Scope of this Policy;
- xiii. incorporate where appropriate, accessibility criteria and features when procuring goods, services or facilities in order to create and maintain an accessible environment as required under the Accessibility for Ontarians with Disabilities Act (the "AODA").
- xiv. to procure environmentally or sustainable good(s) where possible

(c) Departments will have the following specific responsibilities:

- i. ensuring that all Document terms and conditions comply with the Bid Solicitation;
- ii. preparing and approving all specifications and terms of reference in consultation with Procurement Specialist;
- iii. managing documents to ensure goods and services are received by the Niagara Peninsula Conservation Authority and comply with the document terms and conditions;
- iv. monitoring all documented expenditures and ensuring that all financial limitations have been complied with and that all accounts are paid within the times set out in the Document;

Procurement Policy

- v. monitoring the performance of Suppliers/Contractors/Vendors/Service Providers;
- vi. standardizing the use of goods and services, where such standardization demonstrably supports the Purpose and Scope of this Policy; and
- vii. ensuring that all goods and services purchased have been received/rendered and recorded receipt.

7. Purchasing Documentation

- a) The use of standard bid Documents shall be approved by the Procurement Specialist.
- b) All changes to standard bid solicitations and contracts shall be reviewed by the Procurement Specialist.

8. Non-Competitive Procurement Allowable Exceptions

Non-Competitive Procurements are Procurements to acquire Goods and/or Services from a specific vendor:

- even though there may be more than one vendor capable of delivering the same Goods or Services (known as “single source”);
- because there are no other vendors available or able to provide the required Goods and/or Services (known as “sole source”); or

The Niagara Peninsula Conservation Authority may, subject to appropriate Procurement approval authority, use a non-competitive Procurement process if any of the exceptions set out below apply.

8.1 Approval for Non-Competitive Procurement

Non-Competitive Procurement under \$25,000

Niagara Peninsula Conservation Authority staff may request an exemption from any or all purchasing methods outlined in this policy by submission of a staff report requesting the approval from the Chief Administrative Officer/Secretary-Treasurer prior to conducting a non-competitive Procurement.

If approval is being sought for a non-competitive Procurement to extend a Contract with an existing vendor, NPCA staff must seek appropriate approvals from the Chief Administrative Office/Secretary-Treasurer prior to the Contract end date and in sufficient time to permit an alternative Procurement method.

The exception to the requirement for prior approval is for unforeseen situations of urgency (e.g. caused by the forces of nature), pursuant to subsection 8.2 (a) that cannot wait for appropriate Procurement approvals. In such unforeseen situations of urgency, an Exception Form (Appendix C) must be completed, and appropriate Procurement approvals must be secured as soon as practically possible.

If the Non-Competitive Procurement is over \$25,000 NPCA Staff must seek approvals from the Board of Directors.

8.2 Allowable Exceptions for Non-Competitive Procurement

Non-competitive Procurements of Goods and/or Services are only allowed in the following circumstances, subject to appropriate Procurement approvals.

Procurement Policy

- a) An unforeseen situation of urgency exists, and the Goods, Services or Construction cannot be obtained by means of competitive Procurement (and not because the situation of urgency was brought about by a failure of NPCA to allow sufficient time to conduct a competitive process).
- b) The Goods and/or Services involve matters of a confidential or privileged nature, and the disclosure of those matters through a competitive Procurement process could reasonably be expected to compromise NPCA's confidentiality, cause economic disruption or otherwise be contrary to the public interest.
- c) A competitive Procurement process could interfere with NPCA's ability to maintain security or order or to protect human, animal or plant life or health.
- d) There is an absence of any bids in response to a competitive Procurement process that has been conducted in compliance with this Procurement Policy.
- e) The Procurement is in support of Indigenous Peoples.
- f) The Procurement is with a public body (Broader Public Sector Organization).
- g) Only one vendor can meet the requirements of a Procurement due to the following circumstances:
 - i) to ensure compatibility with existing products – compatibility with existing products may not be allowable if the reason for compatibility is the result of one or more previous non-competitive Procurements. Note: NPCA may issue an ACAN (*Advance Contract Award Notification*) if it relies on the exception for non-competitive procurement noted in subsection 8.2. This includes posting the ACAN (*Advance Contract Award Notification*) at least 15 days prior to the proposed Contract award on the public tendering system.
 - ii) to recognize exclusive rights, such as exclusive licenses, copyright and patent right, or to maintain specialized products and or systems that must be maintained by the manufacturer or its license representatives; or
 - iii) for the Procurement of Goods and/or Services the supply of which is controlled by a vendor that has a statutory monopoly.

In addition to the above, non-competitive Procurement of Goods and Non-Consulting Services are allowed, subject to appropriate Procurement approvals, in the following circumstances:

- h) Only one vendor can meet the requirements of a Procurement in the following circumstances
 - i. for work to be performed on or about a leased building or portions thereof that may be performed only by the lessor;
 - ii. for work to be performed on property by a Contractor according to provisions of a warranty or guarantee held in respect to the property or original work;
 - iii. for a Contract to be awarded to the winner of a design contest;
 - iv. for the Procurement of a prototype or a first Goods and/or Services to be developed during research, experiment, study, or original development but not for any subsequent purchases;
 - v. for the purchase of Goods under exceptionally advantageous circumstances such as bankruptcy or receivership, but not for routine purchases;
 - vi. for the Procurement of original works of art;
 - vii. for the Procurement of subscriptions to newspapers, magazines or other periodicals; or

Procurement Policy

- viii. for the purchase of real property

If the amount of the procurement exceeds \$25,000 any such exemption must be approved by the Board of Directors.

8.3 Non-Competitive Procurement Business Case Requirements

Written documentation for non-competitive Procurement on or accompanying Exception Form must include:

- a) a description of the business requirements
- b) a description of the proposed non-competitive Procurement process including the approximate value and the estimated Contract Start and end dates;
- c) the exception in Section 8.2 which has been identified to support the non-competitive Procurement (for Allowable Exceptions where only one vendor is able to meet the requirements, document the evidence supporting the exception) or, if no exception at Section 8.2 applies, it must be noted in the business case that the NPCA will need to seek Board Approval from this Procurement Policy. The business case must identify the requirement(s) from which it seeks to be exempt.
- d) the results of any ACAN process, if used;
- e) the rationale for using non-competitive Procurement process including the circumstances that prevent the use of a competitive Procurement process (which must support the Allowable Exception or exemption being requested);
- f) a statement as to whether the selected vendor has previously been awarded a Contract with the NPCA within the past five years for the same or closely related requirements, and the type of Procurement process(es) used;
- g) a description of the potential pool of vendors that might have responded to a competitive Procurement, where appropriate, and an assessment of reasonably contemplated potential vendor complaints and how the NPCA would respond and manage these complaints;
- h) a description of how the NPCA will ensure it will comply with the principles of this Procurement Policy, particularly value for money;
 - i) any alternative considered;
 - j) the impact on the business requirements if the non-competitive Procurement is not approved;
 - k) if appropriate, a description of how the NPC will meet these business requirements in the future using a competitive Procurement process; and
 - l) any other matters considered relevant.

The Procurement Specialist shall provide a full written report on all Non-Competitive Procurement transaction(s) to the Board of Directors annually, within 3 months of subsequent year.

8.4 Emergency Purchases

When an event occurs that is determined by the Department Head to be a threat to Public health, Public Safety, maintenance of essential NPCA Services, the welfare of persons or NPCA Property, the protection of NPCA physical assets or the security of NPCA's interest or Financial Liabilities arising from unexpected conditions, and the occurrence requires the immediate delivery of goods and/or services and time does not permit the Department Head to follow normal purchasing activities to acquire such goods and/or services, the

Procurement Policy

Department Head may make such purchases without the bidding and tendering process, and is authorized to do so in the most expedient and economical means possible.

Where an Emergency Purchase has been made, the Department Head shall notify the Chief Administrative Officer/Secretary-Treasurer in writing of the detail thereof within a maximum of Ten (10) calendar working days of the event.

The Department Head shall provide a full written report to the Chief Administrative Officer/Secretary-Treasurer of the particulars of the emergency in all cases, where the amount of the expenditure is greater than \$25,000 the written report will be presented to the Board of Directors.

9. Sustainable & Ethical Procurement

9.1 Ethical Procurement

If the Niagara Peninsula Conservation Authority procures Goods manufactured outside the boundaries of Canada, the vendor shall comply with all the laws of the jurisdiction in which the Goods are manufactured including those related to the export of the Goods from the jurisdiction and their import into Canada.

The Niagara Peninsula Conservation Authority will ensure operating decisions are made with consideration to sustainability. This involves considering impacts on human health and the environment, and evaluating purchases based on a variety of criteria, ranging from the necessity of the purchase to the options available for its eventual disposal.

The Niagara Peninsula Conservation Authority commits to working with its partners to leverage its combined influence to minimize the environmental footprint within the watershed and globally. When all things are equal, Niagara Peninsula Conservation Authority may favour vendors who demonstrate an environmental philosophy similar to the Niagara Peninsula Conservation Authority mandate. Niagara Peninsula Conservation Authority staff will consider incorporation of sustainable evaluation criteria in the RFx and assign an appropriate weighting.

10. Procurement Value Amendments

Procurement Value increase may be caused by, but are not limited to, price increases, volume demand, expansion of scope, extension of the term, or other unforeseen circumstances.

If the Procurement Value increases for a given Procurement, the Niagara Peninsula Conservation Authority must use the approval authority and Procurement method applicable to the revised Procurement Value. (i.e. original Procurement Value + Increase = Revised Procurement Value). This may require the procurement to be approved by a person with higher approval authority threshold than the original approver.

Approval for Procurement Value increases must be sought prior to proceeding with or continuing the Procurement.

The Niagara Peninsula Conservation Authority may also describe the potential for a price decrease in a similar way (although this will not affect the Procurement approval authority or method of Procurement).

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11. Conflict of Interest

A signing officer, employee and or representative of the Niagara Peninsula Conservation Authority shall not participate in any aspect of purchasing or contract execution where they are in a Conflict of Interest as defined in "Definitions", or have knowledge of circumstances that could give rise to a Conflict of Interest or Perceived conflict of interest (including an apparent or potential Conflict of Interest), and steps have not been taken by Procurement Specialist to mitigate the real or potential Conflict of Interest.

Where an employee believes they may be in a Conflict of Interest in regard to a purchasing matter, they must report the matter to the Procurement Specialist. The Procurement Specialist will decide on the measures to be used to manage the Conflict of Interest, which may include the employee's recusal from any debate or decision-making touching on the purchasing matter.

If in doubt about whether a particular circumstance gives rise to a Conflict of Interest, the employee should bring the matter to the attention of the Chief Administrative Officer/Secretary-Treasurer.

Board members, signing officers and employees of the Niagara Peninsula Conservation Authority shall not accept, either directly or indirectly, any gifts, benefits or favours from any potential or existing supplier of goods and services.

Gifts, benefits and favours of any value must not be accepted from suppliers or potential suppliers while a Bid Solicitation (in which that supplier or potential supplier is participating or may be participating) is open.

The Procurement Specialist will not facilitate, nor should a Board Member, officer, or employee of the Niagara Peninsula Conservation Authority purchase any goods or services for personal use using the Niagara Peninsula Conservation Authority resources.

Procurement Services exists to support Board Members, officers and employees in the procurement of goods and services that are in the Board Members', officers' or employees' normal course of business.

Prices obtained from suppliers are intended for the Niagara Peninsula Conservation Authority use only. Pricing information shall not be divulged to non- Niagara Peninsula Conservation Authority personnel or to competitive suppliers except as authorized by law or ordered by a competent court or tribunal.

11.1 Proponents

At the time of bid submission, Proponents shall be required to identify and declare any Conflict of Interest they may have, as defined in "Definitions", including any circumstance giving rise or having the potential to give rise to an unfair advantage or the appearance of an unfair advantage.

Proponents declaring a Conflict of Interest must provide a plan for managing the Conflict of Interest to the satisfaction of Procurement Specialist.

As part of their bid submission, Proponents must acknowledge that it is within the Niagara Peninsula Conservation Authority sole and unfettered discretion to determine whether a Conflict of Interest exists and

Procurement Policy

whether the Conflict of Interest can be managed satisfactorily. In the event the Proponent's plan for managing the Conflict of Interest is not satisfactory to the Conservation Authority, the Conservation Authority may disqualify the Proponent from the Bid Solicitation.

11.2 Evaluators

The NPCA must evaluate the bid responses received consistently and in accordance with the evaluation criteria, rating and methodology set out in the RFx.

The NPCA must require individuals participating in the evaluation of bid responses to immediately declare any potential conflict of interest and immediately address any declarations. A Confidentiality and Conflict of interest form will be provided by the Procurement Specialist prior to the release of any submission(s).

12. Revenue Generating Opportunities (RGOs)/Third Party Agreement(s)

RGOs must be subject to a competitive process which is fair open and transparent. If an Unsolicited Proposal for an RGO is received, it must follow the process outlined in Section 13

13. Unsolicited Proposals

This Procurement Policy applies to the Niagara Peninsula Conservation Authority's receipt, consideration and adoption (in whole or in part) of any Unsolicited Proposals. This section does not apply to unsolicited event(s) or to the disposition of land.

Unsolicited Proposals may involve Goods and/or Services that would generate revenue to the NPCA and/or offer improvements, reduce costs, cost avoidance, reduce carbon foot print, improve the environment, or other benefits.

Unsolicited Proposals shall not circumvent this Procurement Policy.

When considering and acting on Unsolicited Proposal, the NPCA must ensure that it acts in a manner that accords with the principles of this Procurement Policy and that it only proceeds with Unsolicited Proposals that are in the best interest of the Niagara Peninsula Conservation Authority.

As budget allocation are not established for the funding of Unsolicited Proposals, Unsolicited Proposals will inevitably compete with other NPCA priorities. For this reason, the NPCA cautions any person who intends to submit or submits an Unsolicited Proposal that, notwithstanding any apparent benefits or utility, the NPCA may not proceed with an Unsolicited Proposal due to budgetary or other considerations.

In most instances, the Unsolicited Proposal will be subject to an eventual competitive process. A non-competitive process can only be used to proceed with Unsolicited Proposal if it meets one of the exceptions for non-competitive Procurement set out in section 8.

Procurement Policy

13.1 Eligibility Requirements for Unsolicited Proposal

The unsolicited proposal must be submitted to the Chief Administrative Officer and/or a departmental Director/Senior Manager.

The information initially provided to the NPCA, should be at the conceptual level and shall include the following:

- (a) A profile, highlighting the technical, commercial, managerial and financial capacity and capabilities of the participant, identifying key team members, including members of a consortium, if relevant;
- (b) An overview of the project to be undertaken, the deliverable to be achieved, or the improvement to be made to an existing undertaking. Must clearly define the proposed benefit to be realized by the NPCA;
- (c) High level business principles for undertaking the project, including the proposed financial relationship and responsibilities of both the NPCA and the participant, as well as the respective risk sharing allocations; and
- (d) Expectations by the party of the NPCA, including both financial expectations and any staff assistance in preparing or finalizing the unsolicited proposal.

13.2 An Unsolicited Proposal should not be considered if, in the opinion of the CAO/Secretary Treasurer or Director of Corporate Services:

- (a) It is similar in scope or nature to a current or planned competitive Procurement;
- (b) it requires substantial assistance from the NPCA to develop (i.e. to complete the proposal for NPCA's consideration);
- (c) the Goods or Services are readily available from other sources; or
- (d) it is deemed to be of insufficient value to the NPCA.

If an Unsolicited Proposal is rejected because it is similar in scope or nature to a current or planned competitive procurement, the NPCA must ensure that it does not give the proponent an unfair advantage by (e.g. Knowing about an upcoming Procurement before other prospective proponents therefore, having a head-start in preparing a proposal).

The Niagara Peninsula Conservation Authority must not provide any details about a planned Procurement to that proponent, and the proponent should be informed of only the following information:

- i. NPCA will not award a contract to the proponent based on Unsolicited Proposal;
- ii. NPCA may be reviewing other Unsolicited Proposal that may be similar to the one proposed; and
- iii. NPC may use the information from the Unsolicited Proposal in potential open competitive Procurement in the future.

Procurement Policy

- 13.3** If the unsolicited proposal is, in the opinion of the CAO and/or Department head, not in the best interests of the NPCA, the party will be so advised, and no further action will be taken in relation to the proposal concept.
- 13.4** If the unsolicited proposal is, in the opinion of the CAO and/or Department head, in the best interests of the NPCA, the party will be notified and:
- (a) Provided with any available information describing the NPCA's requirements for the goods or services proposed;
 - (b) Provided with the evaluation criteria to be considered by the evaluation team;
 - (c) Requested to prepare and submit a detailed proposal, at its sole expense, within a prescribed format and an agreed upon timeframe; and
 - (d) Required to confirm in writing their agreement to continue in accordance with the provisions of this policy.
- 13.5** All unsolicited proposals received under this policy will be open for consideration by the NPCA for a minimum period of six months
- 13.6 Evaluation Process for Unsolicited Proposals**
- 13.6.1** Upon approval of the further exploration of an Unsolicited Proposal by the CAO and/or Department head the CAO will appoint an evaluation team to lead a more detailed evaluation process. The evaluation team will include the Procurement Specialist who will expedite the review and provide oversight to ensure the integrity of the evaluation process.

The evaluation team will:

- (a) Evaluate the participant's technical, commercial, managerial and financial capacity to determine whether the capabilities are adequate for undertaking the project;
- (b) Evaluate the unsolicited proposal in relation to the evaluation criteria provided to the participant;
- (c) Weigh the various aspects and merits of the unsolicited proposal and the business and contract principles to determine if the scale and scope of the project is in line with the requirements, the funding ability, and/or the interests of the NPCA;
- (d) Determine whether the sharing of risk as proposed in the unsolicited proposal is acceptable to the NPCA;
- (e) Consider both the level of effort required of the NPCA's staff in relation to any proposed benefit, and the degree to which the project conforms with the long-term objectives of the NPCA.

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- (f) determine if the duration (term) of the initiative is reasonable within the context of the investment and return, or if it introduces unreasonable restrictions on the NPCA.

13.6.2 Based upon the outcome of this detailed evaluation, a staff report will be forwarded to the Audit & Budget Committee, recommending acceptance, amendment or rejection of the Unsolicited Proposal. The Budget & Audit Committee will consider the staff report and make a report and recommendation to the Full Board Authority. That report shall include business cases information required in section the NPCA will:

- (a) Reject the unsolicited proposal thereby ending any further obligation on the NPCA's part; or
- (b) Request amendments, clarifications or modifications to the unsolicited proposal; or
- (c) Accept the proposal as being in the best interests of the NPCA and seek approval as follows:
 - (i) The CAO and/or Department head shall seek approval in accordance with the delegated authority to consider the proposal under this policy.

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4.0 DEFINITIONS

“ACAN” An Advance Contract Award Notice (ACAN) is a public notice indicating to the supplier community that a department or agency intends to award a good, service or construction contract to a pre-identified supplier, believed to be the only one capable of performing the work, thereby allowing other suppliers to signal their interest in bidding by submitting a statement of capabilities

“Administrative Powers” means all actions which may be taken by the Board of Directors and Committees, individual members of the Board, and all Niagara Peninsula Conservation Authority Senior Administration and employees, which are necessary or appropriate for the effective management of the Conservation Authority in the performance of its responsibilities, including the procurement and disposal of goods, services and property for the purposes of the Niagara Peninsula Conservation Authority;

“Amount” and “Amounts” means the cost of the purchase over the term of the contract/agreement, in Canadian dollars, and are exclusive of any applicable taxes;

“Approver” means Immediate Supervisor (i.e. “CAO”, “Director”, “Manager” or an individual who holds a position above the Immediate Supervisor in the organization chart or an individual to whom the Immediate Supervisor delegates. If a Policy exception is requested, this would be the the Niagara Peninsula Conservation Authority’s Chief Administrative Officer/Secretary-Treasurer.

“Bid” means a proposal, quotation or tender submitted in response to a solicitation from a contracting authority. A bid covers the response to any of the three principal methods of soliciting bids, i.e., Request for Tender; Request for Proposal and Request for Quotation;

“Bid Solicitation” means any competitive procurement (purchasing) process authorized by this Policy and consistent with the principles of the Broader Public Sector Procurement Directive and includes:

- (a) **“Request for Tender” (RFT)** means a purchasing process in which suppliers are publicly invited to submit bids and the bids are compared on the basis of price and delivery and where contract award may be determined on the basis of lowest-priced bid that meets all of the Niagara Peninsula Conservation Authority’s requirements, subject to the Conservation Authority’s discretion, and may permit negotiation between the Conservation Authority and one or more bidders about certain aspects of the request
- (b) **“Request for Quotation” (RFQ)** means a purchasing process in which suppliers are asked to provide a quote for the provision of a good or service. It is used where the contract requirements are well defined such that bids may be evaluated and compared on the basis of price and may at times include other criteria, and where contract award may be determined on the basis of lowest-priced bid that meets all of the Conservation Authority’s requirements, subject to the Conservation Authority’s discretion. It may involve a public call for quotes or may be part of an invitation-only process; and,
- (c) **“Request for Proposal” (RFP)** means a purchasing process in which suppliers are publicly invited to propose a solution to a problem, requirement or objective and supplier selection is based on the effectiveness of the proposed solution rather than on price as the primary consideration, and may

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permit negotiation between the Conservation Authority and one or more bidders about certain aspects of the request.

- (d) **“Request for Information”** (RFI) means a business process whose purpose is to solicitate and collect written information about the capabilities of various suppliers. It’s purpose is for conditioning, gaining information, preparing for Request for Proposal or Request for Quotation, forming a strategy, building a database.
- (e) **“Expression of Interest”** (EOI) s the process of seeking an indication of interest from potential service providers who are capable of undertaking specific work.

“Board” means the Board of Directors of the Niagara Peninsula Conservation Authority;

“Budget” means the budget or portion of the budget approved by the Board;

“CETA” mean Canada European Union Comprehensive Economic and Trade Agreement;

“CFTA” means Canadian Free Trade Agreement;

“Change Order” means work that is added to or deleted from the original scope of work or quantity ordered or price change from a purchase order or contract.

“Conservation Authority” or “NPCA” means Niagara Peninsula Conservation Authority.

“Committee” means the appropriate committee of the Board of Directors;

“Commitment” means any verbal commitment, written or oral, or undertaking which could have the effect, if implemented or acted upon, of legally binding the Niagara Peninsula Conservation Authority;

“Conflict of Interest” means:

- i. In the case of persons covered by the Niagara Peninsula Conservation Authority’s Conflict of Interest Policy, as updated from time to time, any real, apparent or potential conflict as
- ii. defined in the Conflict of Interest Policy; and,
- iii. In the case of a Proponent:
 - (a) If interests of the Proponent or its principals, employees, subcontractors or representatives could improperly influence, or could reasonably appear to improperly influence, the Niagara Peninsula Conservation Authority’s decision to award a proposed contract or the Proponent’s performance of duties and responsibilities to the Niagara Peninsula Conservation Authority under a proposed contract;
 - r
 - (b) If the Proponent, any of its subcontractors, any of their respective employees or former employees or representatives were involved in any manner in the preparation of the Bid Solicitation or in any situation of Conflict of Interest; or

Procurement Policy

(c) If the Proponent, any of its subcontractors, any of their respective employees or former employees had or have access to information related to the Bid Solicitation that was not available to other bidders and that would, in the Niagara Peninsula Conservation Authority's opinion, give or appear to give the Proponent an unfair advantage.

"Consultant" or "Consulting Services" means the provision of expertise or strategic advice that is presented for consideration and decision making.

"Document" or "Documents" means any written instrument whether on paper or in electronic form including, any contract, contract amendment, agreement, deed, purchase order, change order, memorandum, letter of intent, application, release, waiver or acknowledgement which, when executed, will have or is intended to have the effect of causing the Niagara Peninsula Conservation Authority to be bound in a legally enforceable relationship with any other person but shall not include:

- (i) any cheques, bank drafts, orders for payment of money, promissory notes, acceptances, bills of exchange, debentures and any similar instruments;
- (ii) correspondence, whether by letter or in electronic form, intended to convey information or clarify a position on a matter, but not intended to create a contract or agreement or Commitment between the Niagara Peninsula Conservation Authority and any other person, whether or not a legally enforceable right or remedy is created thereby;

"Execute" means to complete the formalities intended to give effect to a Document and may include any one or more of the following formalities as may be required in the circumstances:

- (i) signing the Document;
- (ii) causing the seal of the Niagara Peninsula Conservation Authority to be affixed to the Document;
- (iii) causing delivery of the Document to be made to the other parties to the document

"Including" and "includes" when used herein means "including without limitation" and "includes without limitation"; "Invitational Bid Solicitation" means any means any competitive procurement (purchasing) process where suppliers are invited to submit a proposal or bid in response to the defined requirements outlined by the Niagara Peninsula Conservation Authority;

"Open Bid Solicitation" means a Bid Solicitation made through an electronic tendering system that is readily accessible by all Canadian suppliers;

"Proponent" means a corporation, partnership, individual, sole proprietorship or other entity seeking to enter into a contractual relationship with the Niagara Peninsula Conservation Authority, in exchange for payment, but does not include individuals seeking to enter into an employment relationship with the Niagara Peninsula Conservation Authority;

"RGO" means Revenue Generating Opportunities is any activity that generates revenue from business activities occurring on NPCA's premises, including but not limited to visitor experience activities, vending opportunities, retail activities, food Services, rental of facilities, property and equipment, tour opportunities, and visitor programs.

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“Single Source” Means an individual supplier with whom a contract is negotiated directly for the supply of goods and services, without being selected through a competitive bid process

“Sole Source” In relation to a proposed acquisition, means the only known source of supply of particular Good or Services, following a reasonable inquiry into the availability of supply.

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Appendix A

Expenditures Exempt from Competitive Bid Requirements

The expenditures listed below:

- a. Are not subject to the competitive bid requirements set out in Appendix B Table 3 (though services which are deemed Consulting shall be subject to the competitive bid requirements in Appendix B Table 2);
- b. Are subject to the purchasing approval requirements and methods set out in Appendix B Table 3.

Although the items in this schedule are exempt from Appendix B, a competitive process **should** be followed if **practical**. If the nature of the service required is ongoing, a contract management review should be performed annually and the decision to continue with the current source shall be reviewed.

1. Training & Education
 - a) Conferences, Conventions, Courses & Seminars
 - b) Magazines subscriptions, Books, Periodicals
 - c) Memberships
2. Employee and Board Member Expenses
 - a) Travel Cost Associated with Training & Education (Accommodation, Car Rental)
3. Employer's general expenses
 - a) Payroll Deduction Remittances
 - b) Debenture and/or mortgage and/or line of credit payments
 - c) Medical and Dental Expenses
 - d) Licenses (vehicles, permits)
 - e) Insurance Premiums
 - f) Damage Claims
 - g) Petty Cash Items and Petty Cash Replenishment
 - h) Payments to regulatory agencies, including tax remittances
 - i) Employee benefits
 - j) Professional association fees and licenses
 - k) Bank Charges
 - l) Municipal Property Taxes
 - m) Postage
 - n) Grants to organizations
4. Professional and Special Services
 - a) Authority Per Diems and Honorariums
 - b) Appraiser Fees

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- c) Legal Settlement
 - d) Fees for investment management, legal or other expert services
- 5. Utilities
 - a) Water and sewer, hydro, and natural gas
 - b) Utility relocations
- 6. Real Property
- 7. Items purchased for resale
- 8. Specialized goods and services
 - a) Advertising (Local News Paper(s) only)
 - b) Group Hospitality
- 9. Goods and Services purchased through a collaborative and consortium buyer agreement where competitive requirements have already been met. (i.e. Niagara Public Purchasing Committee, OECD, Conservation Ontario & Ministry of Government & Consumer Services)

Procurement Policy

Appendix B

Competitive Bid Requirements

Goods, Non-Consulting Services and Construction

The determination of the type of competitive bid required for Goods, Non-Consulting Services and Construction purchases will be done in conjunction with Procurement Specialist or delegate and in accordance with requirements in chart below:

Table 1

Type	Description	Solicited by	Award by	\$ Value
Request for Quotation (RFQ) or Request for Proposal (RFP) Public Tender	Prices provided in writing by fax or email. Pricing must be attached to Purchase Requisition/Cheque Requisition	Requisitioner or Procurement Specialist	Procurement Specialist or Delegate Note: Proper financial approval must be obtained prior to contract award. (See Appendix B for limit)	<\$7500
Informal Quotation (RFQ), for Proposal (RFP) or Public Tender (RFT)	A list of suppliers is invited to submit in writing quotation/bid/submission for goods and/or services or can be advertised on electronic tender system.	Requisitioner or Procurement Specialist	Procurement Specialist or Delegate Note: Proper financial approval must be obtained prior to contract award. (See Appendix B for limit)	\$7,500 < \$50,000
Request for Quotation (RFQ), for Proposal (RFP) or Public Tender (RFT)	A list of suppliers is invited to submit in writing quotation/bid/submission for goods and/or services or can be advertised on electronic tender system	Procurement Specialist	Procurement Specialist Note: Proper financial approval must be obtained prior to contract award. (See Appendix B for limit)	\$50,000 < \$100,000
Request for Quotation (RFQ), for Proposal (RFP) or Public Tender (RFT)	RFQ/RFP/Tender is advertised on electronic tendering system.	Procurement Specialist	Procurement Specialist Note: Proper financial approval must be obtained prior to contract award. (See Appendix B for limit)	=/> \$100,001

*Costs for goods and/or services that require Purchase Orders (> \$7,500) may not be artificially partitioned into components costing less than \$7,500 to circumvent the competitive bidding requirement. Requisitions for the same goods/services from the same unit and/or same supplier within a short time period may be considered an artificial division of the purchase.

Procurement Policy

Appendix B – Competitive Bid Requirements for Consulting Services

The determination of the type of competitive bid required for Consulting Services will be done in conjunction with the Procurement Specialist or delegate and in accordance with the requirements in chart below:

Table 2

Type	Description	Solicited by	Award by	\$ Value
Request for Quotation (RFQ), for Proposal (RFP) or Public Tender (RFT)	A list of suppliers is invited to submit in writing quotation/bid/submission for goods and/or services or can be advertised on electronic tender system	Procurement Specialist	Procurement Specialist Note: Proper financial approval must be obtained prior to contract award. (See Appendix B for limit)	\$ 0.00 < \$100,000
Request for Quotation (RFQ), for Proposal (RFP) or Public Tender (RFT)	RFQ/RFP/Tender is advertised on electronic tendering system.	Procurement Specialist	Procurement Specialist Note: Proper financial approval must be obtained prior to contract award. (See Appendix B for limit)	=/> \$100,001

Procurement Policy

Appendix B

NPCA Purchasing Authorization and Methods

Definitions

“Approver” means a manager as recognized by Finance Department, or any individual who holds a position in the organization Senior Management Team in the organization’s chart.

An Approver may delegate authority to approve purchases to a delegate provided that:

- (a) the delegate is a Niagara Peninsula Conservation Authority employee who is directly supervised by the Approver; and
- (b) the Approver remains accountable for all approvals granted by the delegate.

Authority to Execute Documents

Employees or Officers of the Niagara Peninsula Conservation Authority identified below in **Table 3** as signing officers shall have the authority to Execute Documents for the purchase of goods and services, up to the limits identified below, provided that:

- (a) the purchase complies with this Policy and the Delegation of Authority Policy;
- (b) the purchase is within an approved budget, or, where not provided for in an approved budget, has the approval of the Chief Administrative Officer/Secretary-Treasurer or delegate;
- (c) the purchasing Document(s) have been reviewed by the Procurement Specialist;

Authority to Approve Policy exceptions

Please see 8.1 Approval for Non-competitive Procurement

Procurement Policy

Appendix B

NPCA Purchasing Authorization and Methods

Goods, Non-Consulting, Consulting, Services, & Construction

Table 3

Amount	Purchase Method	Approver
0 to \$7,500	Purchasing Card Purchase Order* Executed Agreement Cheque Requisition Supplier Invoice	Initiator + Manager
\$7,500 to \$50,000	Purchase Order* Executed Agreement* Cheque Requisition^	Manager + Director
\$50,000 to \$100,000	Purchase Order* Executed Agreement* Cheque Requisition^	Manager + Director + CAO
>= \$100,001	Purchase Order* Executed Agreement*	Director + CAO + Board of Directors

Board of Directors Approved Capital Project(s)

Amount	Purchase Method	Approver
0 to \$50,000	Purchase Order*	Manager + Director
\$50,000 to \$250,000	Purchase Order*	Manager + Director + CAO
>= \$250,001	Purchase Order*	Director + CAO + Board of Directors

*With Corporate Services Approval.

^Where an Executed Agreement is in place.

Consulting Services

Prior to commencement, any procurement of Consulting Services must be approved by Procurement Specialist regardless of dollar value. Procurement Specialist will assist in the determination as to whether the service is consulting or non-consulting. Please note that “Consulting Service” means the provision of expertise or strategic advice that is presented for consideration and decision making.

Procurement Policy

Appendix C

Exception Form

No competitive bids were solicited for the accompanying requisition # _____

By affixing my signature hereto, I attest that one or more of the following conditions apply to this procurement:

Please check appropriate condition(s):

- ☐ In an emergency, an "Emergency Purchase" is classified as a procurement, which is needed to "protect life and property, prevent substantial economic loss, and/or prevent the interruption of essential services".
- ☐ The Goods and/or Services involve matters of a confidential or privileged nature, and the disclosure of those matters through a competitive Procurement process could reasonably be expected to compromise NPCA's confidentiality, cause economic disruption or otherwise be contrary to the public interest
- ☐ The NPCA is involved in a cooperative or joint venture to purchase goods or services with other Conservation Authorities, institutions, local or provincial organizations. Such purchases are to be made according to the procedures of that cooperative purchasing group, provided those procedures, if not identical, are consistent with the intent of this policy.
- ☐ Particular goods or services are available from only one or two suppliers. An authorized agent will keep on file documentation in support of waivers made on this basis.
- ☐ Compatibility with an existing product or service is the overriding consideration.
- ☐ The extension or reinstatement of an existing contract would be the most effective or beneficial method and in the best interest of the NPCA. Under no circumstances will a contract be extended beyond five years without a comprehensive review of performance/service quality and market alternatives.
- ☐ A need is established for the acquisition of goods and/or services for which only a specialized or proprietary requirement can be identified. In such cases, an authorized individual may choose the best overall value to the NPCA from one (1) or more invited proposals.

Other Comments: _____

Department Head Signature

Name (Please Print)

Date

CAO/ Secretary-Treasurer

Name (Please Print)

Date

Report To: Chair and Members of the Governance Committee

Subject: Whistleblower Policy

Report No: GC-16-19

Date: December 13, 2019

Recommendation:

1. **THAT** Report No. GC-16-19 RE: Whistleblower Policy **BE RECEIVED** for consideration.
2. **THAT** Report No. GC-16-19 RE: Whistleblower Policy **BE APPROVED**.

Purpose:

The purpose of the report is to obtain the Governance Committee endorsement of the Whistleblower Policy for final approval of the Full Authority Board.

Background:

In April 2019, the Board of Directors requested staff to prepare a Whistleblower policy as a means to establish a workplace committed to a high standard of ethics and to encourage integrity and honesty.

In October 2019, a draft Whistleblower Policy was received for information by the Governance Committee and staff were directed to work with appointing municipalities to discuss the option of a shared Whistleblower policy for consistency across the watershed.

The Niagara Region does not have a current Whistleblower policy, however in the review stage of introducing such a policy.

The City of Hamilton does not have a current Whistleblower policy, however does have a Whistleblower by-law.

Haldimand County has not yet provided information on the existence of a Whistleblower policy.

Discussion:

The NPCA holds quarterly Employee/Employer Relations Meetings with union and management representation. During this meeting, employee representatives brought forward the desire to have a

Whistleblower Protection Policy in place and management representatives have echoed the need for such a policy. Until such time that NPCA moves forward in discussions with the Niagara Region, Hamilton and Haldimand in regard to a Watershed wide Whistleblower policy, NPCA staff feel it is essential to have a reporting mechanism in place.

A draft Whistleblower policy is attached and has been created with input from employee representatives.

Financial Implications:

There are no financial applications in adopting the policy.

Links to Policy/Strategic Plan:

The Board has been clear in their desire to be transparent, accountable and to work with integrity and honesty. This policy will aid in meeting these objectives.

Related Reports and Appendices:

Appendix 1: Whistleblower Policy

Authored by:

Original signed by:

Misti Ferrusi, BA, CHRL
Human Resources Manager

Submitted by:

Original signed by:

D. Gayle Wood, BES, CMMIII
Chief Administrative Officer/Secretary-Treasurer

Appendix 1: Whistleblower Policy



Policy Manual

Whistleblower		3-12	
Developed by:	Human Resources		
Policy Applies To:	All Employees / Board Members / Volunteers / Customers		
Date Created:	August, 2019	Approved By:	
Version #:	2019-1	Last Review Date:	

1.0 **PURPOSE STATEMENT**

Niagara Peninsula Conservation Authority (NPCA) is committed to establishing and maintaining a high standard of ethical practices in the workplace and encourage practices that support integrity and honesty and are in compliance with Canadian and Provincial laws, rules and regulations. To support this commitment, we have established procedures to provide an avenue for our employees, volunteers, board members, contractors or other stakeholders to raise awareness of concerns related to unethical or illegal behaviours, activities and practices within our organization.

2.0 **DEFINITIONS**

Appropriate Authority is the delegated review committee of three individuals that have the responsibility of receiving and investigating complaints and making findings and recommendations regarding wrongdoing and resulting actions.

Complainant is the personal that submits a complaint or report of wrongdoing.

Good Faith is a sincere belief or motive without any malice or the intent or desire to defraud others

Respondent is someone who's alleged conduct is the subject of a complaint of wrongdoing.

Retaliation is retribution or reprisal against a complainant as result of their reporting a suspected wrongdoing or against any person that participates in an investigation related to the alleged wrongdoing.

Whistleblower is an individual who discloses information in good faith relating to alleged or potential wrongdoings.

Wrongdoing is any illegal or unethical action including retaliation.

Adverse Employment Action is any demotion, suspension, termination, denial of promotion or compensation or any manner of discrimination against an employee in the terms and conditions of employment as a result of reporting or participating in an investigation of a suspected wrongdoing.

3.0 **POLICY**

The NPCA is committed to protecting our employees, board members, volunteers and other stakeholders who, in good faith, report concerns related to unethical or illegal activities, actions and behaviours of others within the scope of NPCA operations. NPCA will not tolerate reprisals, adverse employment action, harassment, discrimination or victimization of the person(s) reporting evidence of an activity that violates our ethical standards, Code of Conduct, Canadian or Provincial laws and regulations.

Instances of unethical and illegal behaviours include but are not limited to:

- Violations of Federal or Provincial law that could result in fines or civil damages payable by NPCA or otherwise cause significant harm to the reputation or public image of NPCA
- Unethical business conduct in violation of, but not limited to, NPCA Code of Conduct or Policies
- Accounting, auditing or other financial reporting fraud or misrepresentation
- An abuse of authority or governance
- Breach of fiduciary duty and/or accountability as prescribed in the bylaws
- Danger to health, safety or well-being of employees, board members, volunteers, customers or the general public
- Knowingly directing a person to commit a wrongdoing as described, but not limited to, above or;
- Concealment of any of the above or any other breach of law or this policy

We take reprisals against employees, board members, volunteers and customers seriously and will take actions to address those who engage in inappropriate reprisal behaviours.

4.0 **REPORTING PROCEDURE**

Reporting Alleged Incidents

If there is a reasonable suspicion that unethical or illegal activities have been engaged in within the workplace and/or by individuals affiliated with the NPCA relevant to the operation

of our business, or in the course of doing business related to our organization and/or which may harm the reputation of our organization, the individual is advised to report the incident to the Appropriate Authority , or their supervisor/manager using the Complaint Report Form attached as Appendix A.

A supervisor/manager will take all appropriate steps to prevent and stop wrongdoing in their areas of responsibility and if they have received a report/complaint regarding wrongdoing shall assist the complainant in contacting the Appropriate Authority as per the below chart

The complainant is not required to prove the full truth of an allegation but is required to act in good faith with honest information. Any individual who does not act in good faith in reporting a suspected violation may be subject to disciplinary action up to and including termination.

The NPCA cannot act on anonymous reports. A proper, thorough investigation may become impossible without an opportunity to substantiate allegations by obtaining further evidence or information and confirming data in good faith. Any reported incidents will be treated as confidential and sensitive and to the extent possible, the complainant shall be provided the opportunity to remain anonymous. Practical steps will be taken to protect the complainant from any harm as a result of disclosure.

Complainants are encouraged to file a complaint immediately after an alleged incident of wrongdoing or immediately upon becoming aware of an incident of wrongdoing. All incidents should be reported within 30 days of the complainant becoming aware of it or as soon as possible.

A complaint form can be found attached to this policy as Appendix A.

Appropriate Authority

Any reports/complaints of wrongdoing shall be submitted in writing to the Appropriate Authority in accordance with the chart below. Complaints may also be facilitated through a supervisor/manager and/or union representative where applicable, who will assist in making the complaint known to the appropriate party.

Respondent to the Complaint	Parties Responsible to Receive the Complaint
Board Member	Chair of the Board Vice-Chair of the Board Chair of the Governance Committee
CAO	Chair of the Board Vice-Chair of the Board Chair of the Governance Committee
NPCA Employee	CAO Chair of the Board Chair of the Governance Committee

NPCA Volunteer and/or Contractor	CAO Chair of the Board Chair of the Governance Committee
NPCA Chair of the Board	Vice-Chair of the Board Chair of the Governance Committee Vice-Chair of the Governance Committee
NPCA Vice-Chair of the Board	Chair of the Board Chair of the Governance Committee Vice-Chair of the Governance Committee
NPCA Governance Chair	Chair of the Board Vice-Chair of the Board Vice-Chair of the Governance Committee

The Appropriate Authority is responsible for determining and administering the methods and means for addressing complaints that may include appropriate internal or external resources. The Appropriate Authority is also responsible for:

- Determining the veracity of allegations of wrongdoing or retaliation
- Determining whether or not a reported act is indeed a wrongdoing
- Recommending punitive or corrective actions if allegations are true
- Recommending punitive actions if allegations were knowingly falsely made

The first person listed on the “Parties Responsible to Receive the Complaint” authority will be responsible for ensuring a timely response to the complainant.

When the Appropriate Authority makes a determination of no wrongdoing and the complainant wishes to appeal the decision, they may do so in writing, citing the reasons for the disagreement with the decision to XXX. The designated XXX personnel shall be entitled to request the investigation notes from the Appropriate Authority and will make determination on how to proceed, which may include appointing a third-party investigator incurred at the expense of the NPCA.

5.0 INFORMAL INVESTIGATION/RESOLUTION

Prior to launching an investigation, the Appropriate Authority may attempt to proceed with an informal resolution by notifying the respondent of the complaint and implementing any steps necessary to create an informal resolution that is acceptable to both the Complainant and Respondent.

If an informal resolution is achieved; the information will remain confidential with no record of the complaint will be entered in the Respondent’s personnel records and/or communicated to the appointing municipality. However, the Appropriate Authority will record the occurrence of the complaint and the informal resolution achieved.

6.0 INVESTIGATION PROCESS

If an informal resolution is not practical or successful, a formal investigation shall ensue.

Steps in the investigation of the reported wrongdoing shall include the following procedure and be conducted in a fair and timely manner.

The Appropriate Authority may enlist the confidential assistance of staff and/or outside advisors as may be appropriate to properly conduct the investigation.

- Written notice of the complaint shall be submitted by the complainant
- The respondent shall be provided with the allegations and be given an opportunity to respond to each complaint
- If applicable, any witnesses will be asked to provide statements and/or information relevant to the allegations
- The Appropriate Authority will prepare a report to be presented to the Board of Directors for consideration with findings and recommendations

7.0 RETALIATION

Individuals are encouraged to report any incidents of wrongdoing and participate in any investigations into allegations of wrongdoing. Retaliation and adverse employment action by the respondent or anyone acting on behalf of the respondent against the complainant or participating witnesses is strictly prohibited and will result in appropriate disciplinary action (up to and including termination/censure).

8.0 CORRECTIVE ACTION

If an investigation determines that a wrongdoing has occurred, disciplinary action may be taken. Consideration will be given to the nature and impact of the wrongdoings and may include, but not limited to:

- Requiring educational programs or counseling for the respondent
- Verbal or Written Reprimand
- Suspension (with or without pay)
- Dismissal (with or without notice) and/or Censure
- Legal action (depending on the severity of the wrongdoing)

The confidential records of the investigation will be kept by Human Resources for five (5) years following the conclusion of the investigation, unless required to be disclosed by law.

APPENDIX A – COMPLAINT REPORT FORM

Your name: _____

Department: _____ Supervisor: _____

Telephone: _____ E-mail: _____

NPCA will treat all reports made under this policy as confidential as much as is possible to be consistent with conducting a full and fair investigation.

Describe Alleged Wrongdoing:

(If you require more space please indicate that you have attached additional information and attach it to this complaint.)

Date you became aware of Alleged Wrongdoing: _____

Alleged Wrongdoing is: Ongoing ☐ Completed ☐ Unclear whether ongoing or completed ☐

Individual(s) suspected of Alleged Wrongdoing:

How did you become aware of the Alleged Wrongdoing?**Describe steps, if any, you took prior to completing this Report (e.g., informed supervisor)**
