

**GOVERNANCE COMMITTEE MEETING  
ON-LINE VIDEO CONFERENCE**

**Thursday, March 11, 2021  
9:30 a.m.**

**A G E N D A**

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- 1. APPROVAL OF AGENDA**
- 2. DECLARATIONS OF CONFLICT OF INTEREST**
- 3. APPROVAL OF THE MINUTES**
  - a) Minutes of the NPCA Governance Committee Meeting dated November 5, 2020  
Page # 1
- 4. CORRESPONDENCE**
- 5. PRESENTATIONS**
- 6. DELEGATIONS**
- 7. CONSENT ITEMS**
- 8. DISCUSSION ITEMS**
  - a) Report No. GC-01-21 RE: Required Revisions to the Administrative By-Law Resulting from Conservation Authorities Act Amendments  
Page # 5
  - b) Report No. GC-02-21 RE: Governance Committee – 2021 Work Plan  
Page # 8
  - c) Report No. GC-03-21 RE: Public Sector Salary Disclosure  
Page # 10
  - d) Report No. GC-04-21 RE: Integrity Commissioner Services  
Page # 13
  - e) Discussion RE: Leadership on Committees (Verbal)
  - f) Discussion RE: Board Chair / Vice Chair Election Process (Verbal) – Deferred from prior meeting
- 9. NEW BUSINESS**
- 10. ADJOURNMENT**



**GOVERNANCE COMMITTEE  
ONLINE TELECONFERENCE  
MEETING MINUTES  
Thursday, November 5, 2020  
9:30 a.m.**

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**MEMBERS PRESENT:** R. Foster, Chair  
R. Brady  
J. Ingrao  
B. Johnson  
K. Kawall  
B. Mackenzie  
E. Smith  
M. Woodhouse

**MEMBERS ABSENT:** B. Clark

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

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

## **1. APPROVAL OF AGENDA**

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The agenda for the November 5, 2020 Governance Committee meeting was approved by consensus.

## **2. DECLARATIONS OF CONFLICT OF INTEREST**

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None declared.

## **3. APPROVAL OF THE MINUTES**

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- a) Minutes of the NPCA Governance Committee meeting dated October 1, 2020

Recommendation No. GC-33-2020

Moved by Member Ingrao

Seconded by Member Kawall

**THAT** the minutes of the meeting of the NPCA Governance Committee dated October 1, 2020 **BE ADOPTED**.

**CARRIED**

#### 4. CORRESPONDENCE

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None.

#### 5. PRESENTATIONS

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None.

#### 6. DELEGATIONS

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None.

#### 7. Consent Items

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None.

#### 8. DISCUSSION ITEMS

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- a) Report No. GC-07-20 RE: CAO Evaluation Process – Both Chandra Sharma, C.A.O. / Secretary – Treasurer and Misti Ferrusi, Manager of Human Resources spoke. Discussion was heard in respect of preferences for a shortened evaluation form.

Recommendation No. GC-34-2020

Moved by Member Woodhouse

Seconded by Member Brady

1. **THAT** Report No. GC-07-20 RE: CAO Evaluation Process **BE RECEIVED**.
2. **THAT** the Procedure for CAO Evaluation Process as outlined in Report GC-07-20 **BE APPROVED**.
3. **THAT** the Governance Committee **DIRECTS** that desired competencies from Appendix A be included in the CAO evaluation form for approval.
4. **AND THAT** any changes to the current CAO evaluation form as directed by the Governance Committee **BE APPENDED** to the next Full Authority Board meeting.

**CARRIED**

- b) Report No. GC-09-20 RE: Lifetime Passes Page – Ms. Ferrusi spoke to this issue. Discussion ensued.

Recommendation No. GC-35-2020

Moved by Member Ingrao

Seconded by Member Brady

1. **THAT** Report No. GC-09-20 RE: Lifetime Passes **BE RECEIVED**.
2. **THAT** Report No. GC-09-20 RE: Lifetime Passes be **APPROVED** for inclusion in the NPCA Volunteer Procedures.
3. **AND FURTHER** that a Volunteer Policy and Service Recognition Program **BE UPDATED** in 2021 after the completion of the Strategic Plan.

**CARRIED**

- c) Report No. GC-10-20 RE: Policy & Program Legislative Conformity Page – Ms. Ferrusi and Ms. Sharma spoke to the issue.

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Recommendation No. GC-36-2020

Moved by Member Kawall

Seconded by Member Smith

**THAT** Report No. GC-10-20 RE: Policy & Program Legislative Conformity **BE RECEIVED.**  
**CARRIED**

- d) Report No. GC-11-20 RE: NPCA Board Member Skills Assessment – Both Ms. Sharma and Ms. Ferrusi spoke to the item. Discussion ensued.

Recommendation No. GC-37-2020

Moved by Member Woodhouse

Seconded by Member Brady

1. **THAT** Report No. GC-11-20 RE: Board Member Skills Assessment **BE RECEIVED.**
2. **AND FURTHER THAT** that staff **BE DIRECTED** to administer the NPCA Board Member Skills Assessment with the current NPCA Board of Directors and develop an implementation strategy to address any gaps identified.

**CARRIED**

## 9. NEW BUSINESS

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- a) Verbal Update from the C.A.O. RE: Board Governance Training – Ms. Sharma updated the Board on the particulars of the Code of Conduct and Conflict of Interest training slated for the November NPC Board of Directors meeting.
- b) Verbal Update from the C.A.O. RE: NPCA Audit Reporting to Auditor General – Ms. Sharma outlined the recent developments with respect to the audit and the next steps anticipated from the Auditor General.
- c) Verbal Update from the C.A.O. RE: Legal Services Procurement – Ms. Ferrusi spoke to the item.
- d) Verbal Update from the Chair RE: Administrative By-Law – In addressing the issue, the Chair requested that the Administrative By-Law be slated for the next meeting to address any changes after the Board has had the planned governance training.
- e) Verbal Discussion at the request of Member Smith RE: Annual General Meeting Election Process – Member Smith expressed a need for the Board Members to be aware of the stances of nominees for the positions of Chair and Vice Chair as it related to the mandate of the Conservation Authority. Discussion ensued.

Recommendation No. GC-38-2020

Moved by Member Woodhouse

Seconded by Member Smith

**THAT** the Committee **INVESTIGATE** establishing a framework or parameters on issues to be addressed by nominees to the positions of Chair and Vice Chair as a part of the Annual General Meeting election process.

**CARRIED**

## 10. ADJOURNMENT

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The meeting adjourned at 10:54 a.m.

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Robert Foster,  
Committee Chair

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Chandra Sharma, MCIP, RPP  
Chief Administrative Officer /  
Secretary - Treasurer

**Report To: Governance Committee**

**Subject: Required Revisions to the Administrative By-Law Resulting from Conservation Authorities Act Amendments**

**Report No: GC-01-21**

**Date: March 11, 2021**

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**Recommendation:**

**THAT** Report No. GC-01-21 RE: Required Revisions to the Administrative By-Law Resulting from Conservation Authorities Act Amendments **BE RECEIVED.**

**Purpose:**

The purpose of this report is to inform and update the Committee on revisions that may be required to the Administrative By-Law to comply with amendments to the Conservation Authorities Act proclaimed by the province on February 2, 2021.

**Background:**

Bill 229, Protect, Support and Recover from COVID-19 Act (Budget Measures) was passed by the legislature on December 8, 2020. Contained within this legislation were amendments to the Conservation Authorities Act. On February 2, 2021 the province proclaimed various sections of the Protect, Support and Recover from COVID-19 Act and as a result Conservation Authorities must bring themselves into compliance with the new legislation which includes updates to by-laws as necessary.

**Discussion:**

The chart on the following page identifies amendments to the Conservation Authorities Act that were proclaimed on February 2, 2021 where the NPCA will be required to take action going forward:

Section	Description of Amendment	Action to be Taken
14	Governance: Member appointments including place-holder for agriculture representative appointees; Orders in Council and membership agreements to be provided to the province and posted to the web by April 3, 2021	Current Members may complete the duration of their appointments. In appointing any new Members, participating municipalities must appoint in accordance with the new provisions. The Administrative By-Law will be updated to reflect a revised Board composition when so determined by participating municipalities. No immediate action is required on the above. Immediate action is required to provide membership agreements/Orders in Council (if any) to the Province and post to the web by April 3,2021.
15	Meeting Procedures: Minutes of Board meetings are to be available to the public within 30 days following a meeting.	The NPCA's monthly Board meeting schedule and Administrative By-Law requirements provide for website publication and distribution of the agenda package which contains the prior Board meeting minutes. Although this occurs within the mandated 30-day time frame, to provide better transparency, the NPCA will ensure that draft Board meeting minutes are presented on the website distinctly and separately from the agenda package so as to be more readily searchable.
17	Governance: Terms and Election Chair and Vice Chair	No immediate action is required as the NPCA is currently in compliance with the legislation. Amendments will come forward during the regular review of the Administrative By-Law to provide a process and framework that will ensure continued compliance with the legislation.
38	Governance: audited financial statements; minor wording	No immediate action required as NPCA follows the best practice of using generally acceptable accounting principles and posts audited financial statements online. Wording changes will be reviewed and any revisions required to the Administrative By-Law will be brought forth during the regular review process.
23	Appointment of Administrator; Minister's Order	No immediate action required. The provision will be reviewed and any revisions required to the Administrative By-Law will be brought forth during the regular review process.
28	Permits within a Minister's Zoning Order - Governance: Powers of the General Membership; permits; Indemnification of Members, Officers and Employees	No immediate action required. The provision will be reviewed and any revisions required to the Administrative By-Law will be brought forth during the regular review process.

There are only two time sensitive items as noted above for the Niagara Peninsula Conservation Authority to implement immediately as a result of the Protect, Support and Recover from COVID-19 Act. In the coming months, Conservation Ontario will be updating its model by-law to reflect and better align itself with the proclaimed sections of the Act. Once Conservation Ontario has completed

these updates, the NPCA will evaluate these changes alongside our existing Administrative By-Law and suggested revisions will be brought forward to the Governance Committee for discussion and recommendations to the Board. The 2021 Governance Committee Work Plan provides for an Administrative By-Law review for the December 2021 meeting of the Committee.

In the interim, should any section of the existing Administrative By-Law be found to be in conflict with the proclaimed legislation, the revised provisions of the Conservation Authorities Act must prevail. In the event that any urgent matter comes forward or is otherwise deemed to necessitate an immediate by-law revision, an amending by-law will be presented directly to the Board for enactment at the earliest possible regular meeting date.

### **Financial Implications:**

There are no direct financial implications to implement the immediate requirements of the newly proclaimed provision of the Conservation Authorities Act.

### **Links to Policy/Strategic Plan**

Implementing processes required by proclaimed amendments in a timely fashion aligns with the NPCA Mission Statement “to implement our Conservation Authorities Act mandate by remaining a responsive, innovative, accountable and financially sustainable organization”.

### **Related Reports and Appendices:**

Report No. FA-12-21 RE: Bill 229 - Implications of (February, 2021) Proclamation of Various Provisions

### **Authored by:**

*Original Signed by:*

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Grant Bivol  
Clerk/Board Secretariat

### **Submitted by:**

*Original Signed by:*

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Chandra Sharma  
Chief Administrative Officer/Secretary-Treasurer



**Report To: Governance Committee**

**Subject: Governance Committee – 2021 Work Plan**

**Report No: GC-02-21**

**Date: March 11, 2021**

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**Recommendation:**

1. **THAT** Report No. GC-02-21 RE: Governance Committee – 2021 Work Plan **BE RECEIVED**.
2. **THAT** the Governance Committee - 2021 Work Plan attached as Appendix 1 **BE APPROVED**.

**Purpose:**

The purpose of this report is to present the draft 2021 Work Plan to the Governance Committee for approval.

**Discussion:**

The 2021 Governance Committee Work Plan identifies key initiatives and establishes timelines for the year ahead. Implementation of the work plan will ensure proper governance oversight and direction in particular with respect to changes necessitated by Bill 229, Protect, Support and Recover from COVID-19 Act. Additionally, the Committee Work Plan enables staff to efficiently integrate Board objectives into the daily operations and administration of the NPCA.

**Related Reports and Appendices:**

Appendix 1: Governance Committee – 2021 Work Plan (Draft)

**Authored by:**

*Original Signed by:*

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Grant Bivol  
Clerk/Board Secretariat

**Submitted by:**

*Original Signed by:*

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Chandra Sharma, MCIP, RPP  
Chief Administrative Officer/Secretary-  
Treasurer

**Governance Committee Annual Work Plan - 2021**

	Quarter 1			Quarter 2			Quarter 3			Quarter 4		
	JAN-2021	FEB-2021	MAR-2021	APR-2021	MAY-2021	JUN-2021	JUL-2021	AUG-2021	SEP-2021	OCT-2021	Nov-2021	DEC-2021
<b>DRAFT</b>												
Governance Committee			11-Mar			24-Jun			23-Sep			16-Dec
Full Authority Board		18-Feb	19-Mar	16-Apr	21-May	18-Jun	16-Jul		17-Sep	15-Oct	19-Nov	17-Dec
<b>1. Work Plan</b>												
Workplan to the Board for approval			X									
<b>2. Legislative Updates</b>												
Conservation Authorities Act amendments			X			X			X			X
Administrative By-Law Review												X
<b>3. Board Training</b>												
Generation of Training Schedule						X						
<b>4. Board Self-Evaluation</b>												
Selection of evaluation model - launch						X						
Board evaluation						X						
<b>5. Corporate Policies and Procedures</b>												
Long Term HR Plan									X			
Integrity Commissioner Agreement						X						
MOU and SLA									X			
<b>6. Other</b>												
Auditor General Recommendations next steps ( if required)			X									
Salary Disclosure												
FOI Statistical Reporting						x						

**Report To: Governance Committee**

**Subject: Public Sector Salary Disclosure**

**Report No: GC-03-21**

**Date: March 11, 2021**

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**Recommendation:**

**THAT** Report No. GC-03-21 RE: Public Sector Salary Disclosure **BE RECEIVED.**

**Purpose:**

The purpose of this report is to inform the Board of Directors regarding the reporting requirements under the Ontario Public Sector Salary Disclosure Act, 1996.

**Background:**

The Public Sector Salary Disclosure Act, 1996 (“the Act”), makes Ontario’s public sector more open and accountable to taxpayers. The Act requires organizations that receive public funding from the Province of Ontario to disclose annually the names, positions, salaries and total taxable benefits of employees paid \$100,000 or more in a calendar year.

Public sector is defined under section 2(1) “public sector” (c)

*2(1) In this Act, “public sector” means,*

*(c) subject to the Government funding condition in subsection (2), every local board as defined by the Municipal Affairs Act and every authority, board, commission, corporation, office or organization of persons some or all of whose members, directors or officers are appointed or chosen by or under the authority of the council of the corporation of a municipality in Ontario,*

Under the Act, the funding condition in subsection (2) states;

*Funding received from Government:*

*(2) A body referred to in clause (c), (g), (h) or (k) of the definition of “public sector” in subsection (1) is included in the definition of “public sector” in a year only if the body receiving funding from the Government of Ontario in that year of an amount that is at least equal to,*

*(a) \$1,000,000; or*

*(b) 10 per cent of the body’s gross revenues for the year if that percentage is \$120,000 or more.*

NPCA's total funding from the Government of Ontario in 2020 was approximately \$346,167.12. As this number is over \$120,000, NPCA's funding would need to be 10% of our gross revenues to require reporting. With 2020 un-audited gross revenues of approximately \$9,515,091, NPCA's percentage of Ontario Provincial funding equals 3.6%.

Based on the above requirements the NPCA does not qualify under this legislation and is unable to submit salaries through the Public Sector Salary Disclosure tool.

### NPCA Governance Committee Actions in Facilitating Transparency

In 2019, NPCA Governance Committee deliberated on release of salary information in a responsible way keeping in mind that the Municipal Freedom of Information and Protection of Privacy Act (MFIPPA), 14(3)(f), considers a disclosure of an individual's salary to be a presumed invasion of privacy. Specific sections that were considered include:

- (14) A head shall refuse to disclose personal information to any person other than the individual to whom the information relates except,*
- (a) upon the prior written request or consent of the individual, if the record is one to which the individual is entitled to have access;*
- (3) A disclosure of personal information is presumed to constitute an unjustified invasion of personal privacy if the personal information,*
- (f) describes an individual's finances, income, assets, liabilities, net worth, bank balances, financial history or activities, or creditworthiness;*

At the October 22, 2019 Governance Committee meeting, 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.

A table with titles and corresponding salary ranges in excess of \$100,000 will be published on the NPCA website on March 31, 2021.

### **Financial Implications:**

There are no financial implications to this report.

### **Links to Policy/Strategic Plan**

This report is aligned with NPCA's Mission Statement of remaining responsive, innovative, accountable and financially sustainable organization.

### **Authored by:**

*Original Signed by:*

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Misti Ferrusi, BA, CHRL  
Manager, Human Resources

**Submitted by:**

*Original Signed by:*

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Chandra Sharma, MCIP, RPP  
Chief Administrative Officer/Secretary-Treasurer

**Report To: Governance Committee**

**Subject: Integrity Commissioner Services**

**Report No: GC-04-21**

**Date: March 11, 2021**

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**Recommendation:**

1. **THAT** Report No. GC-04-21 RE: Integrity Commissioner Services **BE RECEIVED**.
2. **THAT** staff **BE AUTHORIZED** to execute agreements, as appropriate, to obtain Integrity Commissioner Services for the NPCA.

**Purpose:**

The purpose of this report is to seek Governance Committee approval to execute agreements for Integrity Commissioner Services.

**Background:**

Throughout 2020, the Governance Committee revised and approved an updated Board Code of Conduct and Code of Conduct complaint procedure to provide for further demonstrated transparency and accountability of Board Members.

On October 1, 2020, the Governance Committee approved staff to enter into agreements with partner municipalities to facilitate shared services of Integrity Commissioners.

**Discussion:**

In discussions with partner municipalities and their integrity commissions it was determined that:

- a) Agreements be directly with Integrity Commissioners (instead of individual municipalities) to ensure accurate and consistent application of the NPCA code of conduct.
- b) A roster of three investigators comprised of partner municipality Integrity Commissioners be created who can carry out investigations for their respective municipalities.
- c) A single Integrity Commissioner be appointed to provide non-investigative services such as education and board member advice.

Accordingly, staff will now proceed with execution of agreement with three Integrity Commissioners (Hamilton, Haldimand, and Niagara) based on Governance Committee approval. Additionally, Niagara Region's Integrity Commissioner will be appointed to provide non-investigative advisory services and training as Niagara is NPCA's largest municipality.

Some administrative edits have been made to the NPCA's Code of Conduct process to ensure it is consistent with these changes. A copy of the updated document is attached in Appendix 1.

**Financial Implications:**

Costs will only occur in the event services are requested in line with the Code of Conduct.

**Links to Policy/Strategic Plan**

The Board has been clear in their desire to be transparent, accountable and to work with integrity and honesty. Execution of this agreement will demonstrate this commitment as well as providing a venue for further education of board members.

**Related Reports and Appendices:**

Appendix 1: Revised NPCA Board of Director's Code of Conduct Complaint Process

**Authored by:**

*Original Signed by:*

\_\_\_\_\_  
Misti Ferrusi, BA, CHRL  
Manager, Human Resources

**Submitted by:**

*Original Signed by:*

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Chandra Sharma, MCIP, RPP  
Chief Administrative Officer/Secretary-Treasurer

**NPCA Board of Director’s Code of Conduct Complaint Procedure**

The Niagara Peninsula Conservation Authority expects all Board Members to abide by the NPCA Board Code of Conduct. When an individual suspects a Board Member has violated the Code of Conduct, the following procedure shall be followed:

Complainants are encouraged file a complaint immediately after an alleged incident or immediately upon becoming aware of an incident. All incidents should be reported within 60 days of the complainant becoming aware of it or as soon as reasonably possible.

Any Code of Conduct complaints shall be submitted in writing to the Appropriate Authority in accordance with the chart below.

<b>Respondent to the Complaint</b>	<b>Parties Responsible to Receive the Complaint (Appropriate Authority)</b>
Board Member	Chair of the Board Vice-Chair of the Board CAO
NPCA Chair of the Board	Vice-Chair of the Board CAO
NPCA Vice-Chair of the Board	Chair of the Board CAO

**1.0 Self-Declaration**

- 1.1 In the event a Board member believes they have violated the Code of Conduct, they shall advise the Appropriate Authority in writing of the violation immediately.
  - 1.1.1 The Board member shall be given an opportunity to meet with Appropriate Authority as well as any other party deemed appropriate in an attempt to resolve the matter within 5 business days of receipt.
  - 1.1.2 If the matter cannot be resolved, the item will be forwarded to the appropriate Integrity Commissioner for investigation (see Formal Investigation)

**2.0 Board Member Complaint from a Board Member**

- 2.1 Prior to the launch of a formal complaint, Board members are encouraged to bring suspected matters of violation to the attention of the member in question in an effort to resolve the issue within 24 to 48 hours.
  - 2.1.1 Members are encouraged to document any behaviours, actions, witnesses and conversations should they be required.
- 2.2 If the issue has not been resolved amicably and the Board member wishes to make a formal complaint, they shall do so in confidentiality by completing the identified complaint form to be submitted to the Appropriate Authority within 5 business days.
- 2.3 All complaints must be dated and signed by an identifiable individual.



- 2.4 The complainant shall receive confirmation of receipt of the complaint within 5 business days.
- 2.5 In the event clarification is needed, the complainant shall be contacted to provide further required information.
  - 2.5.1 The Appropriate Authority reserves the right to terminate the complaint in the event it has been resolved, if it is a duplicate complaint (and/or merge it with an existing complaint), in the event it is deemed frivolous or vexatious or in the event it is not deemed to be a complaint. Complainants will be advised if a complaint has been terminated.
- 2.6 Informal Resolution: The Board member in question will be given an opportunity to address the issue and the Appropriate Authority will attempt to resolve the issue through informal means to the satisfaction of the concerned parties.
  - 2.6.1 Informal means may include, but is not limited to clarification, joint discussions or mediation.
  - 2.6.2 The Appropriate Authority has the ability to include any other party in discussions deemed appropriate towards aiding in resolution.
- 2.7 If the matter cannot be resolved, the item will be forwarded to an investigator from the Integrity Commissioner Services roster for investigation (see Formal Investigation)

### **3.0 Formal Investigation**

- 3.1 In the event a complaint is not terminated and/or an informal resolution is not practical or successful, a formal investigation shall ensue, and the complaint will be forwarded to the selected investigator from the Integrity Commissioner Services roster for investigation.
  - 3.1.1 3.1.1 The Integrity Commissioner Services roster will be composed of the Integrity Commissioners from each of the appointing municipalities.
  - 3.1.2 Complaints regarding Members will first be routed to the Integrity Commissioner for their appointing municipality.
  - 3.1.3 In the case of a conflict or other issue as determined by the appropriate authority, an alternate investigator from the Integrity Commissioner Services roster will be selected.
- 3.2 Upon receipt of a formal complaint, the investigator will enter into a "Consent and Confidentiality" Agreement with the complainant prior to beginning the investigation.
- 3.3 The summary and results of the investigator's report will be provided to the Full Board in open session. Based on the report, should it be concluded that a Board member has breached the Code of Conduct, a letter will be forwarded to the representative's appointing municipal Council, by the Board Chair or in his/her absence, the Vice-Chair, advising of said breach. The decision for the Board member to continue representing their municipality and/or any other penalty will be determined by the appointing municipal Council.
  - 3.3.1 At the conclusion of an investigation, if it is deemed in the best interest of the Authority that a board member be placed on leave, this shall be communicated in writing to the Board member.

### **4.0 Confidentiality**

- 4.1 All complaints will be treated as confidential and sensitive to the extent possible and as permitted by law.

- 4.2 All documentation related to a Board member Code of Conduct complaint will be kept confidentially by the CAO for a period of five (5) years following resolution or the conclusion of the investigation, unless required to be disclosed by law.
- 4.3 All Board members that are the subject of a complaint shall maintain their board member status until that time in which an appointing municipality determines any penalties or changes, if applicable.