

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

**Thursday, September 23, 2021
9:30 a.m.**

A G E N D A

- 1. APPROVAL OF AGENDA**
- 2. DECLARATIONS OF CONFLICT OF INTEREST**
- 3. APPROVAL OF THE MINUTES**
 - a) Minutes of the NPCA Governance Committee Meeting dated June 24, 2021 Page # 1
- 4. CORRESPONDENCE**
- 5. PRESENTATIONS**
 - a) Presentation on Seasonal Camping by A. Christie, Director, Land Operations - Verbal (For receipt)
- 6. DELEGATIONS**
- 7. CONSENT ITEMS**
- 8. DISCUSSION ITEMS**
 - a) Report No. GC-07-21 RE: Process for Delegations to Meetings (For approval) Page # 4
 - b) Report No. GC-08-21 RE: Board Evaluation (For approval) Page # 7
 - c) Report No. GC-09-21 RE: Vaccination Policy (to be provided under separate cover) (For approval)
 - d) Integrity Commissioner Agreement – Verbal Update
 - e) Conservation Authorities Act Regulations – Verbal Update
- 9. NEW BUSINESS**
- 10. ADJOURNMENT**



**GOVERNANCE COMMITTEE
ONLINE VIDEO CONFERENCE
MEETING MINUTES
Thursday, June 24, 2021
9:30 a.m.**

MEMBERS PRESENT: R. Foster, Chair
B. Clark
J. Ingrao
B. Johnson
B. Mackenzie
M. Woodhouse

MEMBERS ABSENT: R. Brady

STAFF PRESENT: C. Sharma, Chief Administrative Officer / Secretary - Treasurer
G. Bivol, Clerk
M. Ferrusi, Manager, Human Resources

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

1. APPROVAL OF AGENDA

Recommendation No. GC-06-2021

Moved by Member Clark
Seconded by Member Ingrao

THAT the Governance Committee agenda dated June 24, 2021 **BE APPROVED** as presented.

CARRIED

2. DECLARATIONS OF CONFLICT OF INTEREST

None declared.

3. APPROVAL OF THE MINUTES

a) Minutes of the NPCA Governance Committee meeting dated March 11, 2021

Recommendation No. GC-07-2021
Moved by Member Woodhouse
Seconded by Member Ingrao

THAT the minutes of the meeting of the NPCA Governance Committee dated March 11, 2021 **BE ADOPTED**.

CARRIED

4. CORRESPONDENCE

None.

5. PRESENTATIONS

None.

6. DELEGATIONS

None.

7. Consent Items

None.

8. DISCUSSION ITEMS

- a) Report No. GC-05-21 RE: Freedom of Information Statistical Report 2020 - It was requested that notation be made at the Board meeting with respect to the downward trending legal costs affiliated with Freedom of Information Requests and appeals.

Recommendation No. GC-08-2021

Moved by Member Woodhouse

Seconded by Member Ingrao

THAT Report No. GC-05-21 RE: Freedom of Information Statistical Report 2020 **BE RECEIVED.**

CARRIED

- b) Conservation Authorities Act Regulations – Workplan (as provided under separate cover) – Lengthy discussion ensued. With respect to the legislative requirements under Bill 229 for Board Chair/Vice Chair rotations, the C.A.O. was directed to present options to the Board for their input and direction regarding a ministerial exemption.

Recommendation No. GC-09-2021

Moved by Member Woodhouse

Seconded by Member Ingrao

1. **THAT** Report No. GC-06-21 RE: NPCA Actions Resulting from Conservation Authorities Act Update and Updated Regulations **BE RECEIVED.**
2. **THAT** the recommended actions **BE CONSIDERED** in the Governance Committee Workplan for years 2021 and 2022.
3. **AND FURTHER THAT** a decision **BE MADE** regarding Term of Chair and Vice Chair based on amended CAA Section 17 (1.1) in advance of the 2022 Annual Meeting and any exceptions to this provision be formally requested for approval by the Minister and included in the updated Administrative By-Law.

- c) Board Training Needs - Presented by CAO Sharma, Members offered suggestions and identified gaps in training. Discussion ensued. CAO Sharma confirmed that training would be offered on changes to the Conservation Authorities Act including regulatory roles, Section 28, and Conservation Authority responsibilities relating to mandated services and Members' obligations. Ms. Sharma suggested that this could also be presented to the Board as pilot training to be incorporated into new Member orientation.
- d) Process for Delegations to the Board - Board Chair Brenda Johnson brought forward the suggestion that delegations could go to Committees instead of the Board and identified other areas for improvement in the delegation process. The Clerk was directed to research best practices and report back to the Committee.

9. NEW BUSINESS

- a) Board Highlights – Discussion was heard regarding the continuation of the Board Highlights document prepared after each Board meeting. Committee Members endorsed the current practice.

10. ADJOURNMENT

At the direction of the Committee Chair, the meeting adjourned at 10:35 a.m..

Robert Foster,
Committee Chair

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

Report To: Governance Committee

Subject: Process for Delegations to Meetings

Report No: GC-07-21

Date: September 23, 2021

Recommendation:

1. **THAT** Report No. GC-07-21 RE: Process for Delegations to Meetings **BE RECEIVED** for input of the Governance Committee.

Purpose:

The purpose of this report is to respond to the Governance Committee's direction to investigate improvements to the delegation process for Board/Committee meetings.

Background:

At the June 24, 2021 Governance Committee Meeting, Board Chair Brenda Johnson brought forward the prospect that delegations could go to Committees instead of the Board and inquired about other areas for improvement in the delegation process. The Committee directed that staff look into the matter.

In preparing this report, the Hamilton Conservation Authority, Conservation Halton and the Grand River Conservation Authority were consulted.

Discussion:

All three of the aforementioned Conservation Authorities (CA's) have similar delegation processes and timelines to that of the NPCA and are based off the administrative by-law template and guide provided by Conservation Ontario. Hamilton Conservation, Conservation Halton and the Grand River Conservation Authority provide for delegations directly to their respective Board meetings. Although none of the CA's consulted specifically direct delegation requests to advisory committees, it is otherwise so permitted if requested by a delegation.

There is generally a preference by the public, however, to present straight to the Board for several reasons:

- As advisory committees only make recommendations and are not the final decision-making body;
- As Committees usually consist of a subset of the Board membership, delegates then do not get to communicate their message in person to all Directors;
- Delegations feel that their presentations have more impact if occurring at the Board level because these meetings are often attended by the public, covered by the press and are televised or broadcast.

The CA's contacted also noted that delegations were generally infrequent such that having these presentations at the Board level did not have a significant impact on proceedings.

To implement procedures that direct delegations to the committee level, it must be noted that these processes typically permit a follow-up presentation to a subsequent Board meeting, but only if new or additional information on the subject matter becomes available. This in turn may have an opposite effect on attempts to streamline processes as there is a possibility that delegations may seek presentation at both venues.

Staff Recommendation

Staff requests Governance Committee guidance and recommendations using the information provided in this report.

Staff recommends that final decision on any future changes consider proposed Conservation Authorities Act governance updates related to Board composition, committee governance framework, and updates to the Administrative By-Law as circulated through Conservation Ontario.

Financial Implications:

None

Links to Policy/Strategic Plan:

This review of the delegation process strives to align with the NPCA's Mission Statement committing the NPCA to remain a responsive, innovative and accountable organization.

Related Reports and Appendices:

None

Authored by:

Original Signed by:

Grant Bivol
NPCA Clerk / Board Secretariat

Submitted by:

Original Signed by:

C. Sharma, MCIP, RPP
Chief Administrative Officer / Secretary-Treasurer

Report To: Governance Committee

Subject: Board Evaluation

Report No: GC-08-21

Date: September 23, 2021

Recommendation:

1. **That** Report No. GC-08-21 RE: Board Evaluation **BE RECEIVED**.
2. **THAT** the Board Assessment identified as Appendix 1, the Board Member Individual Self-Evaluation identified as Appendix 2 and Board Member Skills Assessment identified as Appendix 3 **BE IMPLEMENTED** in January 2022.

Purpose:

The purpose of this report is to initiate the NPCA Board evaluation and skills assessment procedure in response to recommendations made in the Auditor General of Ontario Special Audit of the NPCA

Background:

NPCA Board approved a Board Member Assessment and Individual Board member Self-Assessment tools as recommended by the Governance Committee at the October 22, 2020 Full Authority meeting (GC-05-20). At the time, the Board also approved a recommended procedure that included evaluation at year 4 of the term appointment.

Additionally, the NPCA committed to performing a board skills assessment matrix using a skills matrix approved by the Governance Committee at the November 5th 2020 Meeting (GC-11-20).

Discussion:

The term of the current NPCA board of directors is 2019-2022. With the final year of the current term upcoming, in alignment with the approved evaluation process, initiation of the evaluation is scheduled to occur.

In Q1 2022, Board Members will be requested to complete the Individual Board Member self-assessment, Board Evaluation and Board skills assessment with the assistance of the CAO and/or Human Resources. All responses will be forwarded to the CAO and Chair/Vice Chair to determine

future development opportunities and recommendations to municipalities future appointments, as appropriate.

Financial Implications:

There are no financial implications associated with this report.

Links to Policy/Strategic Plan

The NPCA Board of Directors has worked diligently to ensure good governance, transparency and accountability. Administration of the evaluation processes to determine recommendations for future NPCA Board needs demonstrate commitment to excellence in performance and governance standards.

Related Reports and Appendices:

Appendix 1: Board Assessment

Appendix 2: Board Member Individual Self-Assessment

Appendix 3: Board Skills Matrix

Authored by:

Original Signed by:

Misti Ferrusi, BA, CHRL
Manager, Human Resources

Submitted by:

Original Signed by:

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



Niagara Peninsula Conservation Authority Board Evaluation

INTRODUCTION

The purpose of the Board Evaluation is for Board Members to reflect on how they function collectively in advancing the interests of the NPCA.

- The Chair will work in collaboration with staff to use this information to identify future information needs and training opportunities for board members and for setting a board priority report and implementation recommendations
- Once the board assessment is complete, the Board Chair and Vice-Chair will sign and date the document.
- All board assessments kept as part of the confidential board records

BOARD MEMBER INFORMATION

Name: Click here to enter text.
Evaluation timeframe: Click here to enter text.
Date: Click here to enter a date.

BOARD RESPONSIBILITIES	EVALUATION
The Board understands and embraces the mandate/mission as a standard against which all decisions are made.	Choose a rating
The Board makes strategic decisions which are based on approved policy and procedures	Choose a rating
The Board devotes time to planning and evaluation of short and long term priorities needs for long term sustainability of the organization	Choose a rating
The Board understands its fiduciary responsibility	Choose a rating
The Board receives sufficient information to keep current on financial performance and to make informed and prudent fiscal decisions	Choose a rating
The Board approves annual budgets based on organization priorities and makes resource allocation decisions which enable the Authority to progressively advance the mandate/mission and achieve its strategic goals	Choose a rating
The Board monitors programs and services, using objective data, to ensure they adhere to policies, are consistently of high quality and of good value to the municipalities and the public	Choose a rating

APPENDIX 1 to Report No. GC-08-21

The Board has a communications strategy for NPCA	Choose a rating
The Board fosters effective, open, transparent and accountable communications between NPCA, its municipalities and the public	Choose a rating
The Board ensures a climate of mutual trust and respect exists between the Board and the CAO/ST	Choose a rating
The Chair has defined authority and responsibility to lead, direct and manage the CAO/ST successfully	Choose a rating
The Board and CAO/ST have agreed upon criteria to evaluate the CAO/ST's performance	Choose a rating
The Board seeks the professional advice of staff, respects the valued recommendations of the CAO/ST and staff and understands their approval role versus staff's operating and implementing role	Choose a rating

BOARD EFFECTIVENESS	EVALUATION
The Board has defined a role for the Chair, Vice Chair, Board and CAO/ST in the Administrative By-Laws and the Board makes decisions based upon Mandate/Mission, reliable information and data.	Choose a rating
The Board executes their fiduciary, strategic and policy related responsibilities	Choose a rating
The structure of the Board, Officers and Committees contributes to NPCA's ability to function effectively and each Committee has clear mandate.	Choose a rating
There is a climate of mutual respect and trust among the Members of the Board of Directors	Choose a rating
All Board Members fully participate in Board discussions	Choose a rating
The Board receives agendas and Reports for review 5 days in advance of the Board meeting	Choose a rating
Board meetings make effective and productive use of the role of Board Members by focusing agendas and decisions on policies, practices, programs & priorities at a strategic level and not the operational details	Choose a rating
Sufficient meeting time is allowed for reaching Board consensus on complex issues as may be needed	Choose a rating

BOARD DEVELOPMENT	EVALUATION
The Board currently contains a sufficient range of experience to make it an effective governing body	Choose a rating
Board members are familiar with agency by-laws and policy documents (e.g. Administrative By-Law, workplans and budgets), A Systematic orientation program is in place	Choose a rating
The Board commits time for annual group learning experiences at meetings and retreats designed to improve the Board's effectiveness as a governing	Choose a rating

APPENDIX 1 to Report No. GC-08-21

body and its understanding of good governance and emerging issues facing NPCA and the community it represents	
Board Members are encouraged to enhance their skills in governance and leadership	Choose a rating

GENERAL ASSESSMENT

What issues or priorities may require the Board’s special attention during the next one to three years?

Use this space to provide comments

How can the Board’s organization or performance be improved in the next 6-12 months?

Use this space to provide comments

What specific areas of training would you and the Board benefit from?

Use this space to provide comments

What other comments, ideas or suggestions would you like to offer related to the Board’s performance?

Use this space to provide comments



Niagara Peninsula Conservation Authority Board of Directors Individual Self-Assessment

INTRODUCTION

The purpose of the Individual Self-Assessment is to allow Board Members to reflect on key areas that impact their effectiveness as an NPCA Board Member.

- The Board Chair will work in collaboration with the CAO to use this information to identify future development opportunities for board members
- Board Members should use this information to determine if there are any improvements, he/she can make in maximizing individual contributions to the full board
- Once the individual self-assessment is complete, the Board Member will sign and date and forward to the Board Chair.
- All individual self-assessments kept by CAO/HR confidentially for one (1) year past the current term of the board.

BOARD MEMBER INFORMATION

Name: Click here to enter text.
Evaluation timeframe: Click here to enter text.
Date of Current Appraisal: Click here to enter a date.

Section 1: RATINGS

PARTICIPATION	SELF EVALUATION
I attend at least 80% of board/committee meetings	Choose a rating
I review pre-readings and attend meetings well prepared to add value to agenda items	Choose a rating
I express thoughtful, honest concerns or opinions on issues presented to the Board/Committee	Choose a rating
I take tough, constructive stands at Board/Committee meetings when necessary	Choose a rating

APPENDIX 2 to Report No. GC-08-21

If I feel unable to fully evaluate an agenda item presented for approval, I ask for additional information	Choose a rating
I am strategic in my thinking and focus on strategic issues and goals rather than operational details	Choose a rating
I avoid micro-managing the organization and stay focused at a strategic/oversight level	Choose a rating
I am devoting sufficient time to my duties	Choose a rating
COMMENTS: Click here to enter text.	

KNOWLEDGE	EVALUATION
I am aware of and understand the NPCA Board of Director's By-Laws	Choose a rating
I am aware of, understand and uphold the NPCA Board of Director's Code of Conduct	Choose a rating
I understand the mandate of the NPCA	Choose a rating
I have sufficient understanding of NPCA legislative requirements and restrictions	Choose a rating
I keep current on areas and issues the Board may be asked to deliberate and decide upon	Choose a rating
I am committed to expanding my knowledge of the industry and remaining current on emerging risks and trends	Choose a rating
COMMENTS: Click here to enter text.	

COLLABORATION	EVALUATION
I find and bring information to help us stay relevant, informed and focused	Choose a rating
I encourage contributions from my fellow Board/Committee members	Choose a rating
I seek information and opinions from others and listen to the views expressed	Choose a rating
I am able to effectively represent the concerns of my municipality	Choose a rating

I am respectful of my fellow board members and am able to have productive, constructive dialogue	Choose a rating
COMMENTS: Click here to enter text.	

SECTION 2: IDENTIFIED STRENGTHS & OPPORTUNITIES

In my view, my most significant achievement in the past year was:

Use this space to provide comments

In my view, the most important thing I could do to improve my effectiveness as a Board Members is:

Use this space to provide comments

Please provide any further comments:

Use this space to provide comments

Board Skills Matrix Tool and Worksheet

The following provides a list of critical competencies under three categories intended to assess Board’s overall professional experience, environmental or contextual knowledge, personal attributes and skills. This assessment is intended to assist the Board in determining critical areas, if any, where the Board may have skill gaps and needs to seek further professional advice. This assessment will also inform the recruitment process for Board positions through NPCA municipal partners in 2022 and beyond.

Competency Area	Critical Competencies	Brief Description
Relevant Professional Experience	<ul style="list-style-type: none"> • Governance • Business/Management • Legal/Regulatory • Human Resources • Accounting/Financial • Risk Management • Public Relations/Media 	The candidate has professional/volunteer experience that is relevant and valuable to the board of the public agency.
Specialized Environmental Knowledge	<ul style="list-style-type: none"> • Legislation: Conservation Authority Act and Associated Environmental Legislation such as the EA Act, Planning Act etc. • Env Policies: Municipal Official Plans, Source Water Protection, Niagara Escarpment Plan etc. • Gen understanding of Watershed Planning and ecosystem concepts and approaches. 	The candidate has specialized knowledge of the environment or context affecting the board of the public agency.
Personal Effectiveness Skills	<ul style="list-style-type: none"> • Leadership/Teamwork • Strategic Thinking/Planning • Critical Thinking/Problem Solving 	The candidate has personal skills or attributes of value to the board of the public agency.

Relevant Professional Experience
<p>Governance Experience</p> <p>➤ The applicant has experience with, or is able to demonstrate knowledge or expertise in, board governance in the private, public, and/or voluntary/non-profit sector. The applicant has a clear understanding of the distinction between the role of the board versus the role of management. Governance experience could be acquired through prior board or committee service or reporting to/or working with a board as an employee.</p>
<p>Business/Management Experience</p> <p>➤ The applicant has experience with, or is able to demonstrate knowledge or expertise in, sound management and operational business processes and practices in the private or public sector. This competency may include an understanding of topics such as managing complex projects, leveraging information technology, planning and measuring performance, and allocating resources to achieve outcomes.</p>
<p>Legal/Regulatory Experience</p> <p>➤ The applicant has experience with, or is able to demonstrate knowledge or expertise in, legal principles, processes, and systems. This may include interpreting and applying legislation, experience with adjudicative or quasi-judicial hearings or tribunals, or an understanding of the legal dimensions of organizational issues.</p>
<p>Human Resources Experience</p> <p>➤ The applicant has experience with, or is able to demonstrate knowledge or expertise in, strategic human resource management. This may include workforce planning, employee engagement, succession planning, organizational capacity, compensation, and professional development. Depending on the public agency, knowledge or expertise in CEO performance management and evaluation may be a related asset.</p>
<p>Accounting/Financial Experience</p> <p>➤ The applicant has experience with, or is able to demonstrate knowledge or expertise in, accounting or financial management. This may include analyzing and interpreting financial statements, evaluating organizational budgets and understanding financial reporting.</p>
<p>Risk Management Experience</p> <p>➤ The applicant has experience with, or is able to demonstrate knowledge or expertise in, enterprise risk management. This may include identifying potential risks, recommending and implementing preventive measures, and devising plans to minimize the impact of risks. This competency may also include experience or knowledge of auditing practices, organizational controls, and compliance measures.</p>
<p>Public Relations/Media Experience</p> <p>➤ The applicant has experience with, or is able to demonstrate knowledge or expertise in, communications, public relations or interacting with the media. This may include knowledge of effective advocacy and public engagement strategies, developing key messages, crisis communications, or social media and viral marketing.</p>

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

Board Skills Matrix Template

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