

**GOVERNANCE COMMITTEE
MEETING MINUTES
Friday, June 16, 2023
11:00 a.m.**

MEMBERS PRESENT: D. Cridland
B. Clark
R. Foster
P. O'Neill
D. Seaborn

MEMBERS ABSENT: B. Clark (with regrets)

STAFF PRESENT: C. Sharma, Chief Administrative Officer/Secretary–Treasurer
G. Bivol, Clerk
M. Ferrusi, Manager, People and Performance

In the absence of a duly appointed Governance Committee Chair, NPCA Board Chair Foster called the meeting to order at 11:08 a.m..

1. APPROVAL OF AGENDA

Recommendation No. GC-01-2023

Moved by: Member Seaborn

Seconded by: Member O'Neill

THAT the Governance Committee meeting agenda dated April 13, 2023 **BE APPROVED.**

CARRIED

2. DECLARATIONS OF CONFLICT OF INTEREST

None declared.

3. APPOINTMENT OF CHAIR AND VICE CHAIR

Chair Foster called three times for nominations to the position of Governance Committee Chair and received the following:

Motion:

Moved by: Member Cridland

THAT Member Seaborn **BE NOMINATED** as Governance Committee Chair for 2023.

With no further nominations for the position of Committee Chair, Chair Foster called three times for nominations to the position of Vice Chair to the Governance Committee and received the following:

Motion:

Moved by: Member Seaborn

THAT Member O'Neill **BE NOMINATED** as Governance Committee Vice Chair for 2023.

Receiving no other nominations, the following recommendations came forward:

Recommendation No. GC-02-2023

Moved by: Member Cridland

Seconded by: Member O'Neill

THAT Member Seaborn **BE APPOINTED** as Governance Committee Chair for 2023.

THAT Member O'Neill **BE APPOINTED** as Governance Committee Vice Chair for 2023.

CARRIED

Chair Seaborn presided over the remainder of the meeting.

4. APPROVAL OF THE MINUTES

4.1 Minutes of the Governance Committee meeting dated November 10, 2022

Recommendation No. GC-03-2023

Moved by: Member Foster

Seconded by: Member Cridland

THAT the minutes of the Governance Committee meeting dated November 10, 2022 **BE APPROVED**.

CARRIED

5. CORRESPONDENCE

None.

6. DELEGATIONS

None.

7. PRESENTATIONS

None.

8. CONSENT ITEMS

8.1 Report No. GC-01-23 RE: Freedom of Information Statistical Report 2022

8.2 Report No. GC-03-23 RE: Appointment of NPCA to Conservation Ontario Council Board of Directors

8.3 Verbal Update on Compensation Review by Misti Ferrusi, Manager, People and Performance

8.4 Verbal Update on Salary Disclosures by Misti Ferrusi, Manager, People and Performance

Recommendation No. GC-04-2023

Moved by: Member Foster

Seconded by: Member Cridland

THAT the following items **BE RECEIVED**:

- Report No. GC-01-23 RE: Freedom of Information Statistical Report 2022;
- Report No. GC-03-23 RE: Appointment of NPCA to Conservation Ontario Council Board of Directors;
- The verbal update on the Compensation Review by Misti Ferrusi, Manager, People and Performance;
- The verbal update on Salary Disclosures by Misti Ferrusi, Manager, People and Performance.

CARRIED

9. DISCUSSION ITEMS

9.1 Report No. GC-02-23 RE: Governance Committee – 2023 Work Plan

Recommendation No. GC-05-2023

Moved by: Member Cridland

Seconded by: Member O'Neill

1. **THAT** Report No. GC-02-23 RE: Governance Committee – 2023 Work Plan **BE RECEIVED**.
2. **AND THAT** the Governance Committee - 2023 Work Plan attached as Appendix 1 **BE APPROVED** with provision for a meeting on November 17 and the deferral thereto of all workplan items from the September meeting, save and except the Insurance Update and Compensation Review .

CARRIED

9.2 Excerpt of Draft Minutes from the Meeting of the NPCA Board of Directors dated May 19, 2023 - Motion to Permit NPCA Chair to Vote at Committee – Discussion ensued

culminating in a request for a report with justifications to support any changes or revisions to the existing process and structure of committee meetings.

Recommendation No. GC-06-2023

Moved by: Member Foster

Seconded by: Member O'Neill

THAT the Excerpt of Draft Minutes from the Meeting of the NPCA Board of Directors dated May 19, 2023 - Motion to Permit NPCA Chair to Vote at Committee **BE RECEIVED.**

CARRIED

10. NEW BUSINESS

C.A.O. Sharma spoke on the potential appointment of an agricultural representative to the Board and the pending Hamilton citizen representative appointment.

11. ADJOURNMENT

The meeting adjourned at 11:49 a.m..

M. Seaborn
Committee Chair

C. Sharma
C.A.O. / Secretary - Treasurer