

Hybrid Governance Committee Agenda
Niagara Peninsula Conservation Authority
September 15, 2023, 11 a.m.
192 Sixth Avenue, Jordan, ON

1. APPROVAL OF AGENDA

2. DECLARATIONS OF CONFLICT OF INTEREST

3. APPROVAL OF THE MINUTES

3.1. Minutes of the Governance Committee Meeting dated June 16, 2023

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4. CORRESPONDENCE

5. PRESENTATIONS

5.1 Comprehensive Compensation Review and Assessment Update. Pesce & Associates (In-Camera- For receipt--will be circulated under separate cover. This presentation in conjunction with agenda Closed Session item 10 Confidential Report No. GC-04-23 RE: Comprehensive Compensation Review & Assessment Update)

6. DELEGATIONS

7. CONSENT ITEMS

7.1. Report No. GC-03-23 RE: Insurance Update - 2023 (For Receipt)

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8. DISCUSSION ITEMS

9. NEW BUSINESS

10. CLOSED SESSION

(Confidential Report No. GC-04-23 RE: Comprehensive Compensation Review & Assessment Update – This report is in conjunction with agenda Presentation 5.1 Comprehensive Compensation Review and Assessment Update- will be circulated under separate cover.)

11. ADJOURNMENT

**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

Report To: Governance Committee

Subject: NPCA Insurance Coverage

Report No: GC-04-23

Date: September 15, 2023

Recommendation:

THAT Report No. GC-04-23 RE: NPCA Insurance Coverage BE RECEIVED.

Purpose:

The purpose of this report is to provide the Governance Committee with an overview of NPCA's current insurance portfolio and coverage.

Discussion:

NPCA participates in the Group Insurance Program through Conservation Ontario. This initiative is governed by an Insurance Committee consisting of 11 Members: 10 from various Conservation Authorities and 1 from Conservation Ontario. The Insurance Committee has been in place over 20 years and deals with group health benefits and insurance products for all participating members. The insurance portfolio is reviewed annually, and a formal competitive procurement process is initiated every 5 years at minimum, with the last occurrence in 2019. The Insurance Committee's mandate is as follows:

To manage and provide for a system of insurance coverage(s) for Conservation Authorities, Source Protection Authorities and Conservation Ontario that is affordable and meets the corporate requirements as well as the best interests of the participating Authorities.

Marsh Canada Limited has been the successful proponent (broker) selected to manage the General Insurance and Risk Management provider since 2014.

Please see Appendix 1 for a Program Structure Overview, including limits and coverages.

Full policy details are available upon request.

Property

Perils insured include all risk of direct physical loss or damage including flood, earthquake, sewer back up and for all physical assets that NPCA owns or is responsible to insure. Coverage includes but is not limited to the following:

- Buildings and structures
- Contents – equipment and stock
- Mobile equipment, including unlicensed vehicles
- Provision for business interruption coverage result of the loss or damage.

Equipment Breakdown

Boiler and machinery cover objects such as pressure vessels, boilers, compressors, central air conditioning units, refrigeration equipment, motors, switch gear, transformers etc., against sudden and accidental breakdown resulting in damage to the object. A provision for business interruption coverage is included.

Crime

This policy segment provides coverage for loss of money and securities through the dishonest acts of employees and/or others:

- Employee Dishonesty
- Money & Securities – Inside and Outside Premises
- Depositors' Forgery
- Money Order and Counterfeit Paper Currency
- Credit Card Forgery
- Computer Violation
- Social Engineering

Commercial General Liability

Coverage:

- If NPCA is sued, insurer will defend, pay for legal expenses and 'pay on behalf'.
- Insured's legal obligation for damages because of liability imposed by law or assumed under contract due to third party bodily injury, personal injury, or damage to property.
- Non-owned automobile: use of vehicles not owned by NPCA but used on NPCA business.

Automobile Third Party Liability

Coverage for vehicles owned or leased by NPCA: physical damage coverage, repair or replace, actual cash value.

Errors and Omissions

Coverage:

- Covers damages to third parties for loss caused by errors and omissions, or negligence in the issuance of permits, rezoning, maps, plans, surveys, etc.

Umbrella Liability

The umbrella liability provides an excess limit of liability coverage for Commercial General, Automobile and Errors & Omissions Liabilities.

Directors and Officers Liability

Coverage:

- Covers directors, officers, management, and the organization against liability arising from any alleged wrongful act in directing the business affairs of NPCA, the Foundation or while acting on the Board of an associated non-profit organization
- Defence Costs more than limit of liability

Cyber Insurance

Optional coverage – NPCA does participate.

Coverage:

- First Party Coverage - direct loss and out of pocket expense incurred by NPCA, including data breach expenses, crisis management expenses, network extortion, data restoration and loss of income.
- Third Party Coverage - defense and liability incurred due to alleged harm caused to others by the insured, including privacy liability, network security liability, internet media liability, network extortion and regulatory proceedings.
- “Claims-Made” policy - claims must be reported during the policy period.

Drone (*Remotely Piloted Aircraft System*) Policy

Separate policy specific to NPCA requirements.

Coverage:

- Aircraft liability (BI/PD)
- Aviation liability

Group Health Insurance – Sun Life

Group Health insurance is recommended and reviewed through the CO Insurance Committee, provided to full-time permanent employees and their dependents through Sun Life Alliance, and includes the following coverage:

- Life insurance
- Accidental death and dismemberment
- Long term disability
- Extended health coverage
- Dental

In addition, NPCA provides a Health Spending amount of \$550 per calendar year for full-time permanent employees. This provision is required under the terms of our participation in the Conservation Ontario Group Plan and is intended to supplement benefits to employees where needed.

Group Accident Insurance – Board Members

A separate policy is maintained through Industrial Alliance Insurance to provide Group Accident Insurance coverage to board and committee members.

Financial Implications:

Insurance premiums are budgeted in Operations annually.

Please note 5-year summary of annual expenditures by insurance type.

General Insurance - Annual Summary	
Year	Amount
2023/2024	265,349
2022/2023	249,999
2021/2022	175,249
2020/2021	140,334
2019/2020	120,646

Group Health Insurance - Annual Summary			
Year	Amount		
	Premium	Health Spending Account	Total
2023 (Budget)	322,747	28,000	350,747
2022	307,756	19,584	327,340
2021	310,225	21,997	332,222
2020	266,024	17,539	283,563
2019	223,174	14,450	237,624

Group Accident Insurance - Annual Summary	
Year	Amount
2023/2024	212
2022/2023	289
2021/2022	292
2020/2021	302
2019/2020	343

Authored by:

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Niagara Peninsula Conservation Authority
Current Program Structure

