

**GOVERNANCE COMMITTEE
ONLINE VIDEO CONFERENCE
MEETING MINUTES
Friday, December 10, 2021
9:30 a.m.**

MEMBERS PRESENT: R. Foster, Chair
R. Brady
J. Ingrao
B. Mackenzie
M. Woodhouse (arrived at 9:38 a.m.)

MEMBERS ABSENT: B. Clark

STAFF PRESENT: C. Sharma, Chief Administrative Officer / Secretary - Treasurer
G. Bivol, Clerk
A. Christie, Director, Operations
M. Ferrusi, Manager, Human Resources
L. Gagnon Director, Corporate Services
E. Gervais, Procurement Specialist
L. Lee-Yates, Director, Watershed
G. Shaule, Administrative Assistant

Chair Foster called the meeting to order at 9:31 a.m..

1. APPROVAL OF AGENDA

Recommendation No. GC-18-2021

Moved by Member Brady
Seconded by Member Ingrao

THAT the Governance Committee agenda dated Friday, December 10, 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 September 23, 2021

Recommendation No. GC-19-2021

Moved by Member Ingrao
Seconded by Member Brady

THAT the minutes of the meeting of the NPCA Governance Committee dated September 23, 2021 **BE ADOPTED**.

CARRIED

4. CORRESPONDENCE

- a) Correspondence dated September 24, 2021 to the Honourable David Piccini, Minister of the Environment, Conservation and Parks College from Andy Mitchell Chair, Conservation Ontario RE: Conservation Ontario's Governance Accountability and Transparency Initiative

Recommendation No. GC-21-2021

Moved by Member Brady

Seconded by Member Ingrao

THAT the correspondence dated September 24, 2021 to the Honourable David Piccini, Minister of the Environment, Conservation and Parks College from Andy Mitchell Chair, Conservation Ontario RE: Conservation Ontario's Governance Accountability and Transparency Initiative **BE RECEIVED**.

CARRIED

- b) Correspondence dated November 18, 2021 to Brenda Johnson, NPCA Chair and Chandra Sharma, NPCA CAO-Secretary/Treasurer from the Honourable David Piccini, Minister of the Environment, Conservation and Parks RE: Application Seeking Exception under the Conservation Authorities Act Relating to Chair and Vice-Chair Appointments

Recommendation No. GC-22-2021

Moved by Member Ingrao

Seconded by Member Brady

THAT the Correspondence dated November 18, 2021 to Brenda Johnson, NPCA Chair and Chandra Sharma, NPCA CAO-Secretary/Treasurer from the Honourable David Piccini, Minister of the Environment, Conservation and Parks RE: Application Seeking Exception under the Conservation Authorities Act Relating to Chair and Vice-Chair Appointments **BE RECEIVED**.

CARRIED

5. PRESENTATIONS

None.

6. DELEGATIONS

None.

7. Consent Items

None.

8. DISCUSSION ITEMS

a) Report No. GC-10-21 RE: Amendments to the Administrative By-law

Recommendation No. GC-23-2021

Moved by Member Brady

Seconded by Member Ingraio

1. **THAT** Report No. GC-10-21 RE: Amendments to the Administrative By-law **BE RECEIVED**.
2. **THAT** the amending by-law attached hereto as Appendix 1 **BE APPROVED** by the Governance Committee and **RECOMMENDED** to the Board of Directors for formal adoption.
3. **AND THAT** the attached By-Law 01-2021 to amend the NPCA Administrative By-Law **BE CIRCULATED** to the Ministry of Environment, Conservation and Parks and **POSTED** on the NPCA website in advance of formal Board adoption in order to comply with legislated deadlines.

CARRIED

b) Report No. GC-11-21 RE: NPCA Election Period Guidelines

Recommendation No. GC-24-2021

Moved by Member Brady

Seconded by Member Ingraio

THAT Report No. GC-11-21 RE: NPCA Election Period Guidelines **BE RECEIVED**.

CARRIED

c) Report No. GC-12-21 RE: Environmental and Sustainability Procurement Guidelines – Eric Gervais, Procurement Specialist provided a PowerPoint presentation. Members posed questions. Discussion ensued.

Recommendation No. GC-25-2021

Moved by Member Brady

Seconded by Member Ingraio

1. **THAT** Report No. GC-12-21 RE: Environmental and Sustainability Procurement Guidelines **BE RECEIVED**.
2. **AND THAT** staff **BE DIRECTED** to revise the guidelines with subsequent presentation to the Board to reflect increased detail and accountability framework for inclusion of environmental and sustainability considerations on procurement and organizational processes and policies.

CARRIED

d) Report No. GC-13-21 RE: Insurance

Recommendation No. GC-26-2021

Moved by Member Ingraio

Seconded by Member Brady

THAT Report No. GC-13-21 RE: Insurance **BE RECEIVED.**

CARRIED

- e) Verbal Update from M. Ferrusi, Manager, Human Resources RE: Bill 27, The Working for Workers Act, 2021

Recommendation No. GC-27-2021

Moved by Member Woodhouse

Seconded by Member Brady

THAT the verbal update from M. Ferrusi, Manager, Human Resources RE: Bill 27, The Working for Workers Act, 2021 **BE RECEIVED.**

CARRIED

9. NEW BUSINESS

None.

10. ADJOURNMENT

Recommendation No. GC-28-2021

Moved by Member Brady

Seconded by Member Woodhouse

THAT the Governance Committee meeting **BE** hereby **ADJOURNED** at 10:22 a.m..

CARRIED

Robert Foster,
Committee Chair

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