

**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.

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