

**GOVERNANCE COMMITTEE
ONLINE TELECONFERENCE
MEETING MINUTES
Monday, June 8, 2020
9:30 a.m.**

MEMBERS PRESENT: R. Foster, Chair
R. Brady (attended 9:40 a.m.)
J. Ingrao
B. Johnson
K. Kawall
B. Mackenzie
E. Smith

MEMBERS ABSENT: M. Woodhouse
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
G. Shaule, Administrative Assistant

Chair Foster called the meeting to order at 9:33 a.m.

1. APPROVAL OF AGENDA

Recommendation No. GC-17-2020

Moved by Member Ingrao

Seconded by Member Kawall

THAT the agenda for the June 8, 2020 Governance Committee meeting **BE ADOPTED** 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 February 26, 2020

Recommendation No. GC-18-2020

Moved by Member Smith

Seconded by Member Kawall

THAT the minutes of the meeting of the NPCA Governance Committee dated February 26,

4. CORRESPONDENCE

None.

5. PRESENTATIONS

None.

6. DELEGATIONS

None.

7. Consent Items

a) Report No. FA-11-20 RE: Freedom of Information Statistical Report 2019

Recommendation No. GC-19-2020

Moved by Member Kawall

Seconded by Member Ingraio

1. **THAT** Report No. FA-11-20 RE: Freedom of Information Statistical Report 2019 **BE RECEIVED** for information.

2. **AND THAT** staff **BE DIRECTED** to investigate best practices implemented at other Conservation Authorities.

CARRIED

b) Report No. FA-12-20 RE: Public Sector Salary Disclosure

Recommendation No. GC-20-2020

Moved by Member Brady

Seconded by Member Smith

THAT Report No. FA-12-20 RE: Public Sector Salary Disclosure **BE RECEIVED** for information.

CARRIED

8. DISCUSSION ITEMS

a) Report No. GC-02-20 RE: Governance Committee Terms of Reference and 2020 Work Plan - Discussion ensued with respect to the potential role of Governance Committee in the C.A.O. performance review process. Staff was directed consult other Conservation Authorities and municipal bodies to determine best practices and report back to the Committee.

Recommendation No. GC-21-2020

Moved by Member Kawall

Seconded by Member Smith

1. **THAT** Report No. GC-02-20 RE: Governance Committee Terms of Reference and 2020 Work Plan **BE RECEIVED**.
2. **THAT** the proposed changes to the Governance Committee Terms of Reference attached as Appendix 1 to Report No. GC-02-20 **BE APPROVED**.
3. **THAT** the final Governance Committee Terms of Reference **BE APPENDED** to the updated NPCA Administrative By-Law to be presented for Board approval in 2020.
4. **AND FURTHER THAT** until the approval of the updated Administrative By-Law and associated Terms of Reference, the Governance Committee **CONTINUE** to conduct its business per existing Terms of Reference dated April 17, 2019.
5. **THAT** the 2020 Governance Committee Annual Work Plan - 2020 attached as Appendix 2 to Report No. GC-02-20 **BE APPROVED**.

CARRIED

b) Report No. GC-03-20 RE: Board Training

Recommendation No. GC-22-2020

Moved by Member Ingrao

Seconded by Member Kawall

1. **THAT** Report No. GC-03-2020 RE: Board Training **BE RECEIVED**.
2. **AND THAT** the Chief Administrative Officer / Secretary-Treasurer **BE DIRECTED** to prioritize educational sessions for the Board of Directors in the following areas for 2020 and into 2021 as required:
 - Conflict of Interest,
 - Code of Conduct,
 - Floodplain Mapping,
 - Administrative By-Law,
 - The NPC Foundation and
 - Levy training.

CARRIED

c) Report No. GC-04-20 RE: Per Diem and Honourarium Update

Recommendation No. GC-23-2020

Moved by Member Brady

Seconded by Member Kawall

1. **THAT** Report No. GC-04-20 RE: Per Diem and Honourarium Update **BE RECEIVED**.
2. **THAT** the proposed changes to the Per Diem and Honorarium section of the NPCA Administrative By-Law attached as Appendix 1 to Report No. GC-04-20 **BE APPROVED**.
3. **THAT** the information contained within Appendix 1 of Report No. GC-04-20 **BE INCLUDED** to the updated Administrative By-Law to be presented for Board approval in 2020.

4. **AND FURTHER THAT** the approved amendments to the Per Diem and Honourarium Update **BE FORWARDED** to the Full Authority Board for immediate adoption.

CARRIED

- d) Board Member Evaluation – Discussion ensued with respect collective evaluation processes. Staff were directed to investigate best practices and to revisit the issue for the September Committee meeting.

9. NEW BUSINESS

- a) Delegations to Board Meetings – Member Kawall requested that the Board consider allowing Delegations to present via video feed for Board meetings held online given the anticipated duration of the current pandemic and state of emergency. It was noted that this would entail a reconsideration of prior direction from the Board.

Recommendation No. GC-24-2020

Moved by Member Kawall

Seconded by Member Smith

THAT the Governance Committee recommends the Board implement a process to provide for live presentations by delegations via video at online Board meetings.

CARRIED

10. ADJOURNMENT

Recommendation No. GC-25-2020

Moved by Member

Seconded by Member

THAT the meeting of the NPCA Governance Committee hereby **ADJOURNS** at 11:13 a.m..

CARRIED

Robert Foster,
Committee Chair

Chandra Sharma
Chief Administrative Officer /
Secretary - Treasurer