



**GOVERNANCE COMMITTEE  
MEETING MINUTES**

**Friday, December 13, 2019  
9:30 a.m.**

**Ball's Falls Centre for Conservation  
Glen Elgin Room  
3292 Sixth Avenue, Jordan, ON**

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**MEMBERS PRESENT:** B. Clark (Chair)  
D. Bylsma  
R. Foster  
J. Ingrao  
R. Shirton  
E. Smith

**MEMBERS ABSENT:** D. Huson  
K. Kawall

**STAFF PRESENT:** G. Wood, Chief Administrative Officer / Secretary - Treasurer  
G. Bivol, Executive Co-ordinator to the Board  
M. Ferrusi, Manager, Human Resources  
L. Gagnon, Director, Corporate Services  
E. Gervais, Procurement Specialist

The Committee Chair called the meeting to order at 9:32 a.m..

## **1. ADOPTION OF AGENDA**

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- a) Addition of Items – None
- b) Change in Order of Items – None
- c) Motion to Adopt Agenda

Recommendation No. GC-42-2019

Moved by Member Foster

Seconded by Member Ingrao

**THAT** the agenda for the December 13, 2019 Governance Committee meeting **BE AMENDED** to include the addition of the Addendum items as follows:

- 6. d) Report No. GC-16-19 RE: Whistleblower Policy (as revised);
- f) Report No. GC-17-19 RE: Conflict of Interest; and
- g) Report No. GC-18-19 RE: Code of Conduct.

**CARRIED**

## **2. DECLARATION OF CONFLICT OF INTEREST**

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None declared.

### 3. PRESENTATIONS (and/or Delegations)

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None.

### 4. BUSINESS FOR INFORMATION

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None.

### 5. BUSINESS FOR CONSIDERATION

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- a) Minutes of the NPCA Governance Committee meeting dated October 22, 2019

Recommendation No. GC-43-2019

Moved by Member Smith

Seconded by Member Foster

**THAT** the minutes of the meeting of the NPCA Governance Committee dated October 22, 2019 **BE ADOPTED**.

**CARRIED**

### 6. NEW BUSINESS

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- a) Report No. GC-13-19 RE: Board Member Assessment – Ms. Wood presented her report.

Recommendation No. GC-44-2019

Moved by Member Smith

Seconded by Member Foster

1. **THAT** Report No. GC-13-19 RE: Board Member Assessment **BE RECEIVED**.
2. **THAT** the incoming NPCA Chief Administrative Officer **BE PROVIDED** with a copy of this report and the contact information for individuals from Niagara Health.

**CARRIED**

- b) Report No. GC-14-19 RE: Conservation Area Lifetime Passes - Staff spoke to the issue. Adam Christie, Acting Senior Manager of Operations and Special Projects attended this portion of the meeting and addressed questions. Lengthy discussion ensued. The C.A.O. was directed to inform the past member who had requested a lifetime pass that the matter was still under discussion.

Recommendation No. GC-45-2019

Moved by Member Smith

Seconded by Member Ingraio

1. **THAT** Report No. GC-14-19 RE: Conservation Area Lifetime Passes **BE RECEIVED**.
2. **THAT** the Governance Committee **DIRECTS** staff to develop a policy including criteria and requiring formal Board approval for issuance of Special NPCA Lifetime passes.

3. **AND THAT** staff **INVESTIGATE** past issuance practices and distribution of Lifetime passes.

**CARRIED**

- c) Report No. GC-15-19 RE: Procurement Policy – Legal Services – Lise Gagnon, Director of Corporate Services and Eric Gervais, Procurement Specialist spoke to the report and addressed questions of the Committee. Discussion ensued. Subsequent to the following motion, Ms. Gagnon and Mr. Gervais left the proceedings

Recommendation No. GC-46-2019

Moved by Member Smith

Seconded by Member Ingraio

1. **THAT** Report No. GC-15-19 RE: NPCA Procurement Policy – Legal Services **BE RECEIVED**.
2. **THAT** staff **DEVELOP** a vendor of record list for legal services subject to approval of the Board.
3. **AND THAT** a policy **BE DEVELOPED** to procure outside legal services for approval by the Board in urgent circumstances.

**CARRIED**

- d) Report No. GC-16-19 RE: Whistleblower Policy – The Committee discussed minor amendments to be incorporated into the document. It was directed that the approved policy be posted to the web. Discussion ensued.

Recommendation No. GC-47-2019

Moved by Member Bylsma

Seconded by Member Smith

1. **THAT** Report No. GC-16-19 RE: Whistleblower Policy **BE RECEIVED** as amended.
2. **THAT** the Whistleblower Policy attached as Appendix 1 to Report No. GC-16-19 **BE APPROVED**.

**CARRIED**

- e) Administrative By-law Updates – Committee discussion ensued. Members requested training on Conflict of Interest.

Recommendation No. GC-48-2019

Moved by Member Foster

Seconded by Member Ingraio

**THAT** the Administrative By-Law updates as presented at the Governance Committee Meeting of December 13, 2019 **BE APPROVED** and **INCORPORATED** into the final by-law document for presentation to the Board of Directors.

**CARRIED**

- f) Report No. GC-17-19 RE: Conflict of Interest

Recommendation No. GC-49-2019

Moved by Member Ingraio

Seconded by Member Foster

**THAT** Report No. GC-17-19 RE: Conflict of Interest **BE RECEIVED**.

**CARRIED**

g) Report No. GC-18-19 RE: Code of Conduct

Recommendation No. GC-50-2019

Moved by Member Shirton

Seconded by Member Ingrao

1. **THAT** Report No. GC-18-19 RE: Code of Conduct **BE RECEIVED** for information.
2. **THAT** the Governance Committee **DIRECT** staff to proceed with conversations relating to Integrity Commissioner services with each of the appointing municipalities.

**CARRIED**

## 7. ADJOURNMENT

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Recommendation No. GC-51-2019

Moved by Member Ingrao

Seconded by Member Smith

**THAT** the meeting of the NPCA Governance Committee hereby **ADJOURNS** at 11:59 a.m..

**CARRIED**

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Brad Clark,  
Committee Chair

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D. Gayle Wood,  
Chief Administrative Officer /  
Secretary - Treasurer