



**GOVERNANCE COMMITTEE  
MEETING MINUTES**

Tuesday, October 22, 2019  
9:30 a.m.  
Ball's Falls Centre for Conservation  
Glen Elgin Room  
3292 Sixth Avenue, Jordan, ON

---

**MEMBERS PRESENT:** B. Clark (Chair)  
D. Bylsma (left at 10:24 a.m.)  
R. Foster (Vice-Chair)  
D. Huson (left at 11:21 a.m.)  
J. Ingrao  
K. Kawall  
R. Shirton  
E. Smith

**MEMBERS ABSENT:** None

**STAFF PRESENT:** G. Wood, Chief Administrative Officer / Secretary - Treasurer  
G. Bivol, Executive Co-ordinator to the Board  
M. Ferrusi, Manager, Human Resources

The Committee Chair called the meeting to order at 9:30 a.m..

## 1. **ADOPTION OF AENDA**

---

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

Recommendation No. GC-23-2019  
Moved by Member Foster  
Seconded by Member Ingrao

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

**CARRIED**

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

---

None declared.

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

---

None.

### 4. BUSINESS FOR INFORMATION

---

None.

### 5. BUSINESS FOR CONSIDERATION

---

- a) Minutes of the NPCA Governance Committee meeting dated July 24, 2019

Recommendation No. GC-24-2019

Moved by Member Foster

Seconded by Member Ingrao

**THAT** the minutes of the meeting of the NPCA Governance Committee dated July 24, 2019 **BE RECEIVED**.

**CARRIED**

- b) Report No. GC-09-19 Approved Update of the Administrative By-Law – Discussion ensued. The Committee proposed several changes for incorporation into the by-law document. Members requested clarification on use of the term “presentation” versus “evidence” in the prehearing process. Staff were requested to bring forward to the next meeting for discussion, proposed parameters for the roles and responsibilities of ex-officio members to Committees. In the interim, Members were advised that they could forward additional comments on the by-law to the CAO for consideration.

Recommendation No. GC-25-2019

Moved by Member Ingrao

Seconded by Member Shirton

**THAT** Report No. GC-09-19 RE: Updates to the NPCA’s Administrative By-Law **BE RECEIVED**.

**CARRIED**

Recommendation No. GC-26-2019

Moved by Member Huson

Seconded by Member Foster

**THAT** with respect to Report No. GC-09-19 RE: Updates to the NPCA’s Administrative By-Law, the NPCA Governance Committee **RECOMMENDS** the by-law be forwarded to the Board with the proposed amendments and updates as discussed.

**CARRIED**

- i) Code of Conduct Review (Appendix 1 to the Administrative Bylaw) - Discussion ensued. M. Ferrusi, Manager, Human Resources spoke on the issues with the NPCA utilizing or accessing the integrity commissioners of the member municipalities. Member Bylsma left the proceedings during deliberation of this matter.

Recommendation No. GC-27-2019

Moved by Member Huson

Seconded by Member Shirton

**THAT** the Code of Conduct issues **BE DEFERRED** pending discussions between the NPCA C.A.O. and the three member municipality C.A.O.'s.

**CARRIED**

- c) Report No. GC-10-19 RE: Per Diem and Honourarium Update – C.A.O. Wood spoke on the issue. Discussion ensued.

Recommendation No. GC-28-2019

Moved by Member Foster

Seconded by Member Huson

**THAT** a clause **BE ADDED** as Section 5.7 to the Honourariums, Per Diems, Expenses and Mileage Policy to denote a requirement for quarterly reporting and the publication of annual expense statements for the Members of the Board.

**CARRIED**

Recommendation No. GC-29-2019

Moved by Member Shirton

Seconded by Member Ingrao

1. **THAT** Report No. GC-10-19 RE: Per Diem and Honourarium Update **BE RECEIVED**.
2. **AND THAT** the Honourariums, Per Diems, Expenses and Mileage Policy being Appendix 1 to Report No. GC-10-19 **BE APPROVED** as amended.

**CARRIED**

- d) Report No. GC-11-19 RE: Whistleblower Policy – Members discussed the need for confidentiality in the process, potential for a region-wide whistleblower office relative to the initiatives underway with NPCA's municipal partners, organizational training, incorporation of whistleblowing into orientation practices, cultivating a culture that encourages whistleblowing and the need for a whistleblowing process that remains external of the organization.

Recommendation No. GC-30-2019

Moved by Member Ingrao

Seconded by Member Foster

**THAT** Report No. GC-11-19 RE: Whistleblower Policy **BE RECEIVED**.

**CARRIED**

Recommendation No. GC-31-2019

Moved by Member Huson

Seconded by Member Foster

**THAT** deliberation of the Whistleblower Policy **BE DEFERRED** pending discussion thereon between the NPCA C.A.O. and the member municipality C.A.O.'s.

**CARRIED**

- e) Verbal Update on Year End Assessment of Board Performance – Ms. Wood sought direction on this initiative. It was suggested that she research the assessment processes employed within other Conservation Authorities.

Recommendation No. GC-32-2019

Moved by Member Huson

Seconded by Member Foster

**THAT** the Year End Assessment of Board Performance **BE DEFERRED** for 12 months unless otherwise actioned by the incoming C.A.O..

**CARRIED**

- f) Sequencing of Minutes and Information between the Board and its Committees – Members discussed alternate means of bringing business items forward to the Board. Member Huson departed the meeting at 11:21 subsequent to the following vote.

Recommendation No. GC-33-2019

Moved by Member Huson

Seconded by Member Kawall

**THAT** the Committee **RECOMMENDS** that staff bring forward to the Board meetings only the recommendations from Committees in the form of a report from Committee Chairs rather than Committee minutes for Board ratification.

**CARRIED**

- g) Report No. FA-121-19 RE: Board Members' Access to Corporate Records – Discussion ensued. Need for a policy was discussed. It was suggested that the Information and Privacy Commissioner could be brought in to address the Board on this subject.

Recommendation No. GC-34-2019

Moved by Member Shirton

Seconded by Member Smith

**THAT** Report No. FA-121-19 RE: Board Members' Access to Corporate Records **BE RECEIVED** for information.

**CARRIED**

Recommendation No. GC-35-2019

Moved by Member Shirton

Seconded by Member Smith

**THAT** a policy **BE DRAFTED** to outline a process for Board Member access to corporate information and records.

**CARRIED**

Recommendation No. GC-36-2019

Moved by Member Shirton

Seconded by Member Smith

**THAT** a recommendation **BE FORWARDED** to initiate a closed session Board review of professional services.

**CARRIED**

- h) IPC Decision RE: Section 16 of MFIPPA – M. Ferrusi addressed the outcome of a recent appeal to the Information and Privacy Commission. The Committee suggested that going forward the title and salary ranges for staff earning in excess of \$100,000 annually be published by the NPCA.

Recommendation No. GC-37-2019

Moved by Member Smith

Seconded by Member Kawall

**THAT** a letter **BE DRAFTED** to the Ministers of Finance, Natural Resources and Forestry and the Minister of the Environment, Conservation and Parks asking for amendment in legislation regarding salary disclosure for organizations encompassed under Section 2.(2) of the Public Sector Salary Disclosure Act, 1996.

**CARRIED**

- i) Report No. GC-12-19 RE: Record Checks – Discussion ensued. Members requested that applicants be advised of the requirement for records checks in advance of submitting applications to Committees.

Recommendation No. GC-38-2019

Moved by Member Foster

Seconded by Member Smith

**THAT** Report No. GC-12-19 RE: Record Checks **BE RECEIVED** for information.

**CARRIED**

Recommendation No. GC-39-2019

Moved by Member Shirton

Seconded by Member Smith

1. **THAT** the Code of Conduct **BE AMENDED** to include Public Appointees to Committees.
2. **AND THAT** police criminal records checks **BE REQUIRED** for candidates selected for appointment to citizen advisory committees beginning in 2020.\*

**CARRIED**

Recommendation No. GC-40-2019

Moved by Member Ingrao

Seconded by Member Smith

**THAT** the NPCA Governance Committee **RECOMMENDS** adoption of the appointments to the Public Advisory Committee as contained in Confidential Report FA-140-19 contingent on a police criminal records check with re-imbursement to be provided by the NPCA.\*

**CARRIED**

\* *Note: Recommendations No. GC-39 and No. GC-40-2019 appear as amended by Resolution of the Board enacted on November 20, 2019.*

## 6. NEW BUSINESS

---

Member Foster spoke on the need to get the NPCA involved in Canada 2021 Games. Member Kawall requested that the Terms of Reference be updated to reflect the revised role for the Governance Committee.

## 7. ADJOURNMENT

---

Recommendation No. GC-41-2019

Moved by Member Smith

Seconded by Member Shirton

**THAT** the meeting of the NPCA Governance Committee hereby adjourns at 12:47 p.m.

**CARRIED**

---

Brad Clark,  
Committee Chair

---

D. Gayle Wood,  
Secretary - Treasurer