

**GOVERNANCE COMMITTEE
MEETING MINUTES**

Wednesday, July 24, 2019
3:00 p.m.
Ball's Falls Centre for Conservation
Glen Elgin Room
3292 Sixth Avenue, Jordan, ON

MEMBERS PRESENT:	B. Clark (Chair) D. Bylsma R. Foster (Vice-Chair) D. Huson J. Ingrao R. Shirton
MEMBERS ABSENT:	None
STAFF PRESENT:	G. Wood, Chief Administrative Officer / Secretary - Treasurer G. Bivol, Interim Clerk

The Committee Chair called the meeting to order at 3:03 p.m.

1. **ADOPTION OF AGENDA**

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

Recommendation No. GC-16-2019
Moved by Member Shirton
Seconded by Member Foster

THAT the agenda of the NPCA Governance Committee meeting dated July 24, 2019
BE ADOPTED.

CARRIED

2. **DECLARATION OF CONFLICT OF INTEREST**

With respect to Report No.GC-06-2019, based on her employment with Brock University which has a business unit engaged in this field of work, Member Huson declared a non-pecuniary, indirect conflict of interest during deliberation relating to retention of a third party to conduct Board Member self-evaluations and surveys. Member Huson did not participate in deliberations on, nor did she vote on the ensuing Recommendation No. GC-19-2019.

3. PRESENTATIONS (and/or Delegations)

None.

4. BUSINESS FOR INFORMATION

None.

5. BUSINESS FOR CONSIDERATION

a) Minutes of the NPCA Governance Committee meeting dated March 27, 2019

Recommendation No. GC-17-2019

Moved by Member Ingrao

Seconded by Member Shirton

THAT the minutes of the meeting of the NPCA Governance Committee dated March 27, 2019 **BE RECEIVED**.

CARRIED

b) Report No. GC-05-19 RE: NPCA Administrative By-Law Update – Lengthy discussion ensued. Member suggested specific revisions to the proposed by-law.

Recommendation No. GC-18-2019

Moved by Member Shirton

Seconded by Member Ingrao

1. **THAT** Report No. GC-05-19 regarding updates to the NPCA's Administrative By-Law **BE RECEIVED**.

2. **THAT** changes to the NPCA Administrative By-Law including those made on July 24th, 2019 **BE INCORPORATED** and **RETURNED** to the Committee.

CARRIED

c) Report No. GC-06-19 RE: Board and Board Member Assessment – Discussion ensued. Member Huson declared a non-pecuniary, indirect conflict of interest during deliberation relating to retention of a third party to conduct Board Member self-evaluations and surveys by reason of her employment with Brock University which has a business unit engaged in this field of work.

Recommendation No. GC-19-2019

Moved by Member Foster

Seconded by Member Ingrao

1. **THAT** Report No. GC-06-19 RE: Board and Board Member Assessment **BE RECEIVED**.

2. **THAT** the Chief Administrative Officer **BE DIRECTED** to contact third party providers to investigate options for facilitation of Board Member self-evaluations and Board assessments.

CARRIED

- d) Report No. GC-07-19 RE: Integrity Commissioner (as tabled) – Discussion ensued. During deliberations, Member Foster assumed the chair to allow Member Clark to speak to the matter. Member Clark upon resuming the chair called for the following vote.

Recommendation No. GC-20-2019

Moved by Member Foster

Seconded by Member Ingrao

1. **THAT** Report No. GC-07-19 regarding retaining an integrity Commissioner for NPCA **BE RECEIVED**.
2. **THAT** the Governance Committee **RECOMMENDS** that the CAO contact member municipalities with respect to the option of referring Code of Conduct complaints on Members to their respective municipalities for investigation by their own Integrity Commissioners.

CARRIED

- e) Report No. GC-08-19 RE: FOI Coordinator and Head

Recommendation No. GC-21-2019

Moved by Member Foster

Seconded by Member Bylsma

1. **THAT** the responsibilities of the Head under *The Municipal Freedom of Information and Protection of Privacy Act* **BE DELEGATED** to the Clerk/ Executive Coordinator to the CAO and Board of the Authority who shall serve as the Freedom of Information (FOI) Coordinator.
2. **THAT** the FOI Coordinator **COMPLETE** an annual statistical report to the Board and otherwise where practicable **REPORT** through the Governance Committee on FOI and privacy matters as may be necessary or otherwise deemed appropriate.
3. **THAT** the prior recommendations of the Governance Committee identified within sections 5.4 through 5.7 of the Committee minutes dated February 4, 2019 be **RESCINDED** and the administrative By-Law revised July 24, 2019 **BE REVISED** accordingly.

CARRIED

6. NEW BUSINESS

- a) Member Huson posed questions regarding citizen members of the Board being NPCA email addresses. Discussion ensued.

7. ADJOURNMENT

Recommendation No. GC-22-2019

Moved by Member Bylsma

Seconded by Member Foster

THAT the meeting of the NPCA Governance Committee does hereby adjourn at 4:55 p.m.
CARRIED

Brad Clark,
Committee Chair

Grant Bivol,
Interim Clerk

DRAFT