



**GOVERNANCE COMMITTEE
MEETING MINUTES
Wednesday, February 26, 2020
9:30 a.m.
Ball's Falls Centre for Conservation
Glen Elgin Room
3292 Sixth Avenue, Jordan, ON**

MEMBERS PRESENT: B. Clark (Chair)
R. Brady
R. Foster
J. Ingrao
B. Johnson (departed 11:33 a.m.)
K. Kawall
B. Mackenzie
E. Smith

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 Clark called the meeting to order at 9:30 a.m..

1. APPROVAL OF AGENDA

1.1 Motion to Adopt Agenda

Recommendation No. GC-01-2020

Moved by Member Foster

Seconded by Member Kawall

THAT the agenda for the February 26, 2020 Governance Committee meeting **BE ADOPTED** as presented.

CARRIED

2. DECLARATIONS OF CONFLICT OF INTEREST

None declared.

3. APPROVAL OF THE MINUTES

3.1 Minutes of the NPCA Governance Committee meeting dated December 13, 2019

Recommendation No. GC-02-2020

Moved by Member Woodhouse

Seconded by Member Smith

THAT the minutes of the meeting of the NPCA Governance Committee dated December 13, 2019 **BE ADOPTED**.

CARRIED

4. APPOINTMENT OF COMMITTEE CHAIR AND VICE CHAIR

- 4.1 C.A.O. assumes the Chair - C.A.O. Sharma assumed the Chair as Member Clark vacated the position to allow for elections. She called the following votes:

Recommendation No. GC-03-2020

Moved by Member Foster

Seconded by Member Woodhouse

THAT the Chair **BE DECLARED** vacant.

CARRIED

- 4.2 Appointment of Scrutineers

Recommendation No. GC-04-2020

Moved by Member Woodhouse

Seconded by Member Foster

THAT in the event of a vote by ballot, Misti Ferrusi and Grant Bivol **WILL ACT** as scrutineers;

AND FURTHER THAT all ballots **BE DESTROYED** after the election.

CARRIED

- 4.3 Election of Chair – Ms. Sharma called for nominations for the position of Chair.

Nomination:

Moved by Member Kawall

THAT Member Foster **BE NOMINATED** as Chair of the Niagara Peninsula Conservation Authority Governance Committee for 2020.

Ms. Sharma called a second and third time for nominations to the position of Chair. With no further nominations coming forward the Committee recommended the following:

Recommendation No. GC-05-2020

Moved by Board Member Kawall

Seconded by Board Member Woodhouse

THAT Member Robert Foster **BE APPOINTED** as Chair of the Niagara Peninsula Conservation Authority Governance Committee for 2020.

CARRIED

- 4.4 Election of Vice Chair

Nomination:

Moved by Member Brady

THAT Member Mal Woodhouse **BE NOMINATED** as Vice Chair of the Niagara Peninsula Conservation Authority Governance Committee for 2020.

Ms. Sharma called a second and third time for nominations to the position of Vice Chair. With no further nominations coming forward the Committee recommended the following:

Recommendation No. GC-06-2020

Moved by Board Member Brady

Seconded by Board Member Ingraio

THAT Member Mal Woodhouse **BE APPOINTED** as Vice Chair of the Niagara Peninsula Conservation Authority Governance Committee for 2020.

CARRIED

At conclusion of the above vote, Robert Foster assumed the Chair and presided over the remainder of the proceedings.

5. CORRESPONDENCE

None.

6. DELEGATIONS / PRESENTATIONS

None.

7. CONSENT ITEMS

None.

8. DISCUSSION ITEMS

- 8.1 Report No. GC-01-20 RE: Conservation Area Lifetime Passes – M. Ferrusi, Manager, Human Resources spoke to the issue. The Committee suggested that the issuance parameters for Lifetime Passes be encompassed in the forthcoming Volunteer Recognition Policy with the stipulation that Board Members no longer be considered eligible for passes exclusively on the basis of their directorship role.

Recommendation No. GC-07-2020

Moved by Member Woodhouse

Seconded by Member Smith

1. **THAT** Report No. GC-01-20 RE: Update on Lifetime Passes **BE RECEIVED**.
2. **AND THAT** no Lifetime Passes **BE AUTHORIZED** to outgoing Board Members and no Lifetime Passes otherwise **BE ISSUED** without the express consent of the NPCA Chief Administrative Officer / Secretary – Treasurer until such time as a formal policy has been approved by the Board.

CARRIED

8.2 NPCA Annual Meeting Schedule:

- i) Report No. FA-01-20 RE: Board of Directors' Meeting Schedule (as referred from the NPCA Board of Directors) – Discussion ensued. The Committee noted that a media release could be issued to apprise the public of any special meetings to be convened.

- ii) Report No. GC-02-20 RE: Factors in Considering Options for NPCA Board Meeting Schedule Changes – Discussion ensued. The Committee requested that staff investigate and implement options for reducing meal costs.

Recommendation No. GC-08-2020

Moved by Member Woodhouse
Seconded by Member Smith

THAT Report No. GC-02-20 RE: Factors in Considering Options for NPCA Board Meeting Schedule Changes **BE RECEIVED** for information.

CARRIED

Recommendation No. GC-09-2020

Moved by Member Woodhouse
Seconded by Member Smith

1. **THAT** Report No. FA-01-20 RE: 2020 Board of Directors' Meeting Schedule **BE RECEIVED**.
2. **THAT** Appendix 1 to Report No. FA-01-20 RE: 2020 Board of Directors' Meeting Schedule **BE IMPLEMENTED**.
3. **THAT** the meeting schedule **BE MADE** available on the NPCA website and **PROVIDED** to the participating and local area municipalities.

CARRIED

8.3 Discussion on Revisions to the Administrative By-Law:

- i) Excerpt of Approved Revisions to the Administrative By-Law (Sections 5, 7 and 8) – The Committee proposed a number of minor administrative / clerical revisions in addition to the proposed changes voted on below:

Recommendation No. GC-10-2020

Moved by Member Clark
Seconded by Member Brady

THAT the following change **BE INCORPORATED** into the revisions to the Administrative By-Law: Section 8.6 be amended to denote a maximum of five minutes per delegation.

CARRIED

Recommendation No. GC-11-2020

Moved by Member Clark
Seconded by Member Brady

THAT the following change **BE INCORPORATED** into the revisions to the Administrative By-Law: Section 8.7 be eliminated.

CARRIED

Recommendation No. GC-12-2020

Moved by Member Clark
Seconded by Member Brady

THAT the following change **BE INCORPORATED** into the revisions to the Administrative By-Law: Section 8.3 be amended to denote requirement for a simple majority in place of a two-thirds majority to permit delegations when requested from the floor.

CARRIED

- ii) Excerpt of an email from K. Jull, Gardiner Roberts, LLP dated February 19, 2020 RE: 6 Legal Principles for Board Consideration in Hearing Public Comment in Respect of Violations - Members requested that Mr. Jull be brought back and that workshops be conducted on bias and conflict of interest as a part of future Board training.

Recommendation No. GC-13-2020

Moved by Member Smith

Seconded by Member Foster

THAT the excerpt of an email from K. Jull, Gardiner Roberts, LLP dated February 19, 2020 RE: 6 Legal Principles for Board Consideration in Hearing Public Comment in Respect of Violations **BE RECEIVED**.

CARRIED

- 8.4 Request from Member K. Kawall RE: Discussion on Board Oversight and Responsibilities for Policies - Member Kawall spoke to the issue. Discussion ensued.

Recommendation No. GC-14-2020

Moved by Member Kawall

Seconded by Member Woodhouse

THAT the Chief Administrative Officer **BE DIRECTED** to review and bring a revised Terms of Reference for Governance Committee including regular legislative requirements reports.

CARRIED

- 8.5 Establishing a 2020 Governance Committee Meeting Calendar

Recommendation No. GC-15-2020

Moved by Member Clark

Seconded by Member Brady

THAT the 2020 Governance Committee Meeting dates **BE ESTABLISHED** as follows: June 3, September 30.

CARRIED

9. NEW BUSINESS

- 9.1 C.A.O. Sharma spoke on the co-ordination of the update report to the Auditor General noting that the information therein would also be sent to the Board.
- 9.2 Member Smith spoke on the issue of F.O.I. appeals, Board composition and development of a task list for the Governance Committee.

10. ADJOURNMENT

Recommendation No. GC-16-2020

Moved by Member Kawall

Seconded by Member Woodhouse

THAT the meeting of the NPCA Governance Committee hereby **ADJOURNS** at 12:10 p.m..

CARRIED

Robert Foster,
Committee Chair

Chandra Sharma
Chief Administrative Officer /
Secretary - Treasurer