



— NIAGARA PENINSULA —
CONSERVATION FOUNDATION

BOARD OF DIRECTORS MEETING

FND–BOD-02-21

April 8, 2021

10:00 a.m. to 12:00 p.m.

Video Meeting

In accordance with Ontario Regulation 107/20
made under
The Emergency Management and Civil Protection Act

AGENDA

“The Niagara Peninsula Watershed is located on the traditional territory of indigenous peoples dating back countless of generations. We want to show our respect for their contributions and recognize their role in treaty-making in what is now Ontario.”

ROLL CALL

Board of Directors:

Donna Cridland
Mickey DiFruscio
Robert Foster
Tom Insinna
Mary Sergenese
Gayle Wood

NPCA/NPCF Staff

Lise Gagnon, NPCA Director, Corporate Services, NPCF Assistant Treasurer
Andrea Crosby-DiCenso, NPCF Executive Coordinator
Adam Christie, NPCA Director, Land Operations

GUEST

Brenda Johnson, NPCA Chair

1. ADOPTION OF AGENDA

- 1.1 Addition of Items
- 1.2 Change in Order of Items
- 1.3 Motion to approve Agenda

Recommended:

That the Agenda for the NPCF Board of Directors' Meeting held April 8, 2021 be approved as printed.

2. DECLARATION OF CONFLICT OF INTEREST

3. APPROVAL OF FOUNDATION MINUTES

- 3.1 Minutes of the NPCF Board of Directors Meeting dated February 11, 2021 (attached)

Recommended:

That the minutes of the NPCF Board of Directors meeting held February 11, 2021 be approved as printed.

4. COMMENTS FROM THE CHAIR

The Foundation Chair will provide comments to the Board of Directors.

5. COMMENTS FROM THE NPCA'S CHIEF ADMINISTRATIVE OFFICER/ SECRETARY-TREASURER

The NPCA's Chief Administrative Officer/Secretary-Treasurer will bring comments and updates to the Foundation.

6. CORRESPONDENCE

There is no correspondence to consider at this meeting.

7. DEPUTATIONS AND PRESENTATIONS

There are no deputations or presentations scheduled for this meeting.

8. ITEMS FOR APPROVAL

8.1 **The Gallery at Ball's Falls Centre for Conservation – Case for Support and Case Statement**

At the June 10, 2020 Board of Directors meeting, the Board received a presentation on ***The Gallery Project at Ball's Falls Centre for Conservation***. The Board requested that the project be further discussed with the Authority and additional details brought forward.

A Project Team comprising of NPCF staff (Andrea Crobsy-DiCenso), NPCA staff (Adam Christie and Alicia Powell) and Foundation Board Members (Mary Sergenese and Gayle Wood) have developed a Case for Support and Case Statement for The Gallery project for Foundation approval.

The Gallery Project will occur in three Phases. ***Phase I – Design*** - is fully funded and will be completed in May 2021. ***Phase II – Build – (Exhibits)*** - is partially funded and requires a Capital Campaign from May to December 2021 for around \$35,000. ***Phase III – Waterscape Feature*** - is scheduled as a Capital Campaign for 2022.

The attached Case for Support and Case Statement (smaller document for corporate donors) outline the work to be completed by the Foundation in the next two years, if approved.

Recommended:

That the Board of Directors approve The Gallery Project Case for Support and Case Statement and initiate a \$35,000 fundraising campaign for 2021; and

Further That the Project Team develop a workplan for the 2021 Capital Campaign by April 30th for circulation to the Board of Directors and implementation.

8.2 **Grant Management Strategy**

Attached is a Grant Management Strategy for the Board's consideration.

Recommended:

That the Board of Directors approve the Grant Management Strategy Dated April 8, 2021.

8.3 **Greater Toronto Area Conservation Foundation Review**

At the February 11, 2021 meeting, the Board received a report on the Greater Toronto Area Conservation Foundations. As a result, the following

Resolution was approved:

Moved by: Member Foster

Seconded by Member Sharma

Resolution No. FND-BOD-04-21

That Report No. FND-BOD-01-2021 on the *Review of Greater Toronto Area Conservation Foundations* dated February 11, 2021 be deferred for discussion at the April 8, 2021 Board of Directors' Meeting.

The GTA Conservation Foundation Report is attached to the agenda. Board direction is required regarding discussion of this report at the April 8, 2021 meeting.

9. BUSINESS FOR INFORMATION

9.1 **First Quarter Financial Report**

The Q1 Financial Report is underway and will be circulated by Lise Gagnon, NPCA Director, Corporate Services and Assistant Treasurer After the April 8, 2021 meeting. Ms. Gagnon will advise of progress at the meeting.

9.2 **Executive Coordinator's First Quarter Report and Website Tour**

The Executive Coordinator's First Quarter Report is attached as a workplan template which outlines key performance indicators for Q1 2021. As part of the Executive Coordinator's Report a tour of the updated NPCF website will be provided.

Recommended:

That the Executive Coordinator's First Quarter Report for 2021 be received.

9.3 **Board Member Handbook**

Attached is a Board Member Handbook for the Board's information. This can be posted on the website for easy access or produced in hard copy in a binder, should a member wish. The Handbook can also be used as an orientation tool for new members.

Recommended:

That the Board Member Handbook be received for information and posted on the Foundation's website.

10. NEW BUSINESS

11. CLOSED SESSION

Recommended:

That the NPCF Board move into Closed Session for the purpose of:

- 11.1** Considering matters regarding identifiable individuals.

Recommended:

That the Board of Directors reconvene in Open Session and report progress.

12. ADJOURN

Recommended:

That the FND-BOD-02-21 meeting be adjourned at ____ a.m.; and

Further that the Board reconvene at 10:00 a.m. on June 10, 2021 or at the call of the Chair.



— NIAGARA PENINSULA —
CONSERVATION FOUNDATION

**BOARD OF DIRECTORS
MEETING FND–BOD-01-21
Thursday February 11 2021
10:00 a.m. to 12:00 p.m.
Video Meeting**

**In accordance with Ontario Regulation
107/20 made under
*The Emergency Management and Civil Protection Act***

MINUTES

Chair Insinna called the February 11th 2021 meeting of the Niagara Peninsula Conservation Foundation to order at 10:03 a.m. with an indigenous acknowledgement.

The Niagara Peninsula Watershed is located on the traditional territory of indigenous peoples dating back countless of generations. We want to show our respect for their contributions and recognize their role in treaty-making in what is now Ontario.

ROLL CALL

The Chair welcomed the Board and staff to the meeting and conducted a roll call.

Board of Directors:

Mickey Difruscio
Robert Foster
Tom Insinna
Mary Sergenese
Chandra Sharma
Gayle Wood

NPCA/NPCF Staff

Lise Gagnon, NPCA Director, Corporate Services, NPCF Assistant Treasurer
Andrea Crosby-DiCenso, NPCA Executive Coordinator

1. ADOPTION OF AGENDA

The Chair advised that Lise Gagnon would provide an update on the year end financials under Other Business. There were no other additions or changes in order requested to the agenda.

Moved by: Member Sergenese
Seconded by: Member Foster

Resolution No. FND-BOD-01-21

That the Agenda for the NPCF Board of Directors' Meeting held February 11, 2021 be approved, as amended to include a verbal report on the year end position.

CARRIED

2. DECLARATION OF CONFLICTS OF INTEREST

There were no declarations of conflicts at this meeting.

3. APPROVAL OF FOUNDATION MINUTES

The Chair advised that the Closed Session Minutes of the December 10, 2020 meeting would be discussed in Closed Session at the February 11, 2021 meeting.

3.1 Minutes of the NPCF Board of Directors Meeting dated December 10, 2020

Moved by: Member Wood
Seconded by: Member Sharma
Resolution No. FND-BOD-02-21

That the minutes of the NPCF Board of Directors' meeting held December 10, 2020 be approved as printed.

CARRIED

4. UPDATE FROM THE CHAIR

The Chair thanked the Board Members, on behalf of his family, for sending flowers and their condolences on the loss of his father-in-law.

The Chair briefly reviewed the Foundation's history over the past two years of re-

establishing our organization. He indicated that we are moving forward to our next chapter, seeking new Directors, and addressing financial issues in order to become Niagara's environmental charity of choice.

5. CORRESPONDENCE

5.1 Letter from Ms. Elizabeth Turner, November 8, 2020

Moved by: Member Wood
Seconded by: Members Sergenese
Resolution No. FND-BOD-03-21

That the correspondence from Ms. Elizabeth Turner, dated November 8, 2020 regarding her late father, The Honourable John Turner, be received for information.

CARRIED

The Board requested the Chair to respond to the Letter from Ms. Turner and advise her of our commitment to honour her father with future education awards in his name. Member DiFruscio requested a moment of silence to remember the Honourable John Turner.

6. DEPUTATIONS AND PRESENTATIONS

There were no deputations or presentations scheduled for this meeting.

7. ITEMS FOR APPROVAL

7.1 Review of the Greater Toronto Region Conservation Foundations

The Chair requested that Member Wood, Managing Director/Secretary-Treasurer overview Report No. FND-BOD-01-2021 regarding Greater Toronto Area Conservation Foundations.

The Board discussed the report and there was a request to defer it to the April 8, 2021 Board Meeting for further discussion,

Moved by: Member Foster
Seconded by Member Sharma
Resolution No. FND-BOD-04-21

That Report No. FND-BOD-01-2021 on the *Review of Greater Toronto Area Conservation Foundations* dated February 11, 2021 be deferred for discussion at the April 8, 2021 Board of Directors' Meeting.

CARRIED

7.2 Education Bursary – Terms of Reference

The Chair requested the Executive Coordinator to review Report No. FND-BOD-02-2021 regarding Terms of Reference for the Education Bursary.

**Moved by: Member Sergenese
Seconded by: Member Sharma
Resolution No. FND-BOD-05-21**

That Report No. FND-BOD-02-2021 on the Education Bursary Terms of Reference be approved; and

Further that Board Member Sergenese, the NPCF Executive Coordinator and the Manager, Conservation Area Services and the Chair, as an ex officio member, form the Education Bursary Committee.

CARRIED

8. BUSINESS FOR INFORMATION

8.1 Executive Coordinator's 2021 Workplan

The Chair requested the Executive Coordinator's to review her 2021 Workplan which is based on the budget and fundraising strategy approved by the Board in 2020.

**Moved by: Member Wood
Seconded by: Member Foster
Resolution No. FND-BOD-06-21**

That the Board of Directors receive the Executive Coordinator's 2021 Workplan.

CARRIED

8.2 Executive Coordinator's Report

The Chair requested the Executive Coordinator to review her report on activities which

was attached to the agenda as Report No. FND-BOD-03-2021.

Moved by: Member Foster
Seconded by: Member Sergenese
Resolution No. FND-BOD-07-21

That the Executive Coordinator's Report FND-03-2021 on activities and upcoming events dated February 11, 2021 be received for information.

CARRIED

9. NEW BUSINESS

9.1 April 8, 2021 Board of Directors Meeting

The April 8, 2021 meeting will be an Annual Meeting followed by a Board of Directors' Meeting. Prior to the Board Meeting. Members will be requested to provide a list of potential names for Board recruitment as well as a list of potential corporate sponsors prior to the April meeting. The Executive Coordinator will prepare an amalgamated list for discussion at the next meeting.

9.2 Foundation Year End Position

The NPCA Director, Corporate Services/Assistant Treasurer to the Foundation provided a verbal report on the year end position. She advised that the information is almost ready for the Auditor.

Moved by: Member Foster
Seconded by: Member DiFruscio
Resolution No. FND-BOD-08-21

That the verbal report on the year-end financial position by the NPCA Director, Corporate Services/NPCF Assistant Treasurer be received.

CARRIED

10. CLOSED SESSION

10.1 Consideration of the Closed Session minutes from December 10, 2020.

Moved by: Member Wood
Seconded by: Member Sergenese
Resolution No. FND-BOD-09-21

That the Board move into Closed Session at 11:40 a.m. to discuss the December 10, 2020 Closed Session Minutes.

CARRIED

Moved by: Member Foster
Seconded by: Member Sergenese
Resolution No. FND-BOD-10-21

That the Board rise from Closed Session at 11:45 a.m. and report progress.

CARRIED

Moved by: Member Sharma
Seconded by: Member Sergenese
Resolution No. FND-BOD-11-21

That the minutes of the Closed Session Meeting held December 10, 2020 be approved as printed.

CARRIED

11. ADJOURNMENT

Moved by: Member Sharma
Resolution No. FND-BOD-12-21

That the February 11, 2020 NPCF Board of Directors' Meeting be adjourned at 11:46 a.m.; and

Further that the Board reconvene at 10:00 a.m. on April 8, 2021 for the Annual Meeting, followed by a Board of Directors' Meeting, or at the of the Chair.

CARRIED

Tom Insinna, Chair

D. Gayle Wood, Managing Director/
Secretary-Treasurer

OUR EXCITING VISION FOR ENVIRONMENTAL EDUCATION AND NATURE BASED TOURISM AT BALL'S FALLS CENTRE FOR CONSERVATION



“You cannot protect the environment unless you empower people, you inform them, and you help them understand that these resources are their own, that they must protect them.”

Professor Wangari Maathai

In his 2005 book, “Last Child in the Woods,” Richard Louv wrote about what he called nature-deficit disorder and cited 60 scientific studies looking at the benefits of nature and the problems that can come from being too isolated from the natural world.

It is well documented that nature has a healing power. Environmental education enables us to interact with nature, allowing us to better understand and protect our environment. We have all heard that our obligation as a society is to leave behind a better world for our children. One way to better appreciate and protect our environment while addressing our nature deficit is in our own backyard – at Ball’s Falls Conservation Area.

The Centre for Conservation at Ball’s Falls Conservation Area is embarking on an exciting journey to enhance “The Gallery” - an educational experience which will provide engaged, tactile, and experiential learning for people of all ages. Linked to this experience is the ability to address our “nature-deficit” and become a viable and sustainable tourism destination in Niagara.

We need YOUR help to make this vision a reality.

OUR DREAM HAS BEEN VISIONARY FOR 50 YEARS

Recognizing the need to protect green spaces and invest in environmental education, the *Niagara Peninsula Conservation Foundation (Foundation)* was created 50 years ago to raise funds for the *Niagara Peninsula Conservation Authority (Authority)*.

Our vision – We are leaders in providing resources to support conservation work throughout the Niagara Peninsula watershed.

Our mission – Working with our community, we are dedicated to raising much-needed funds to increase greenspace, improve water quality, provide for habitat restoration, and support environmental research and education.



“Tell me and I forget. Teach me and I remember. Involve me and I learn.”

Benjamin Franklin

ACHIEVING OUR VISION AND MISSION

The Conservation Authority was created in 1959 under *The Conservation Authorities Act*. For over 61 years, the Authority has enacted successful watershed and restoration programs that protect significant environmental spaces, restore degraded natural areas, provide for flood protection, and deliver environmental education.

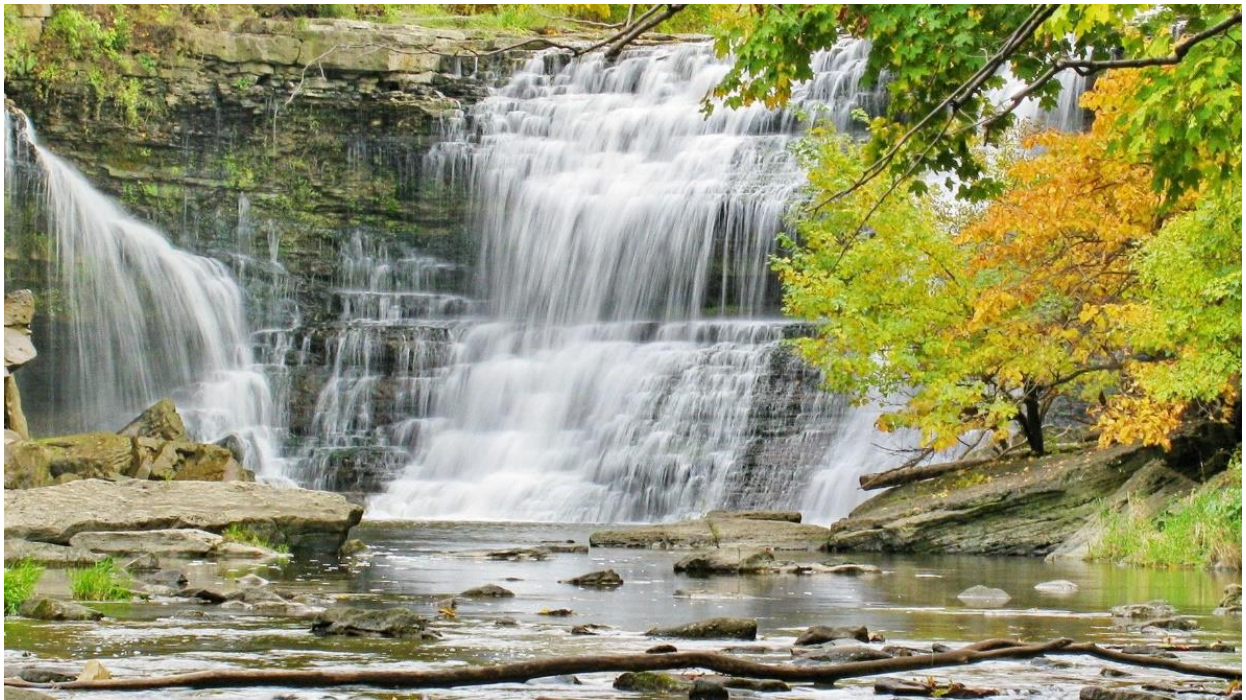
- npca.ca

The Foundation, created in 1969 under *The Corporations Act* is a proud fundraising partner who has raised close to \$2 million dollars for the Authority's land protection and education programs – niagaraconservationfoundation.com

The Authority has amassed an impressive chain of 41 conservation areas throughout the Niagara Peninsula Watershed totalling 2853 hectares (7300 acres) of land. These properties represent some of Ontario's treasures protecting the Niagara Escarpment, the Ontario Greenbelt, shoreline areas, wetlands, and an UNESCO World Biosphere site.

Ball's Falls Conservation Area represents ...

The Centrepiece of the Niagara Benchlands...



Twenty Mile Creek cascades over the Niagara Escarpment at Ball's Falls

LET'S TAKE A JOURNEY THROUGH OUR "CENTREPIECE"

Set within the breathtaking Twenty Valley, Ball's Falls Conservation Area offers spectacular scenery and natural beauty. Your visit begins at the Ball's Falls Centre for Conservation.

Designed and built to have a limited impact on natural resources, this award-winning **Leadership in Energy and Environmental Design** (LEED) Gold certified facility features **The Gallery** with interactive exhibits and displays focusing on nature, conservation, and culture in the context of the area's history, the Niagara Escarpment, and the Niagara Peninsula watershed.

As you continue your adventure, you discover that Ball's Falls has been lovingly maintained to its early mid 19th century industrial hamlet atmosphere featuring the original Ball family home (a red-brick Victorian manor built in 1846), an operating grist mill which began operations in 1809, a lime kiln, black smith shop, carriage shed, and the lovingly restored Ball's Falls Historical Church featuring a rustic and elegant interior which can accommodate up to 110 guests.

Take in the incredibly breathtaking view of the majestic Twenty Mile Creek as it plummets over both the upper and lower falls. The falls tumble delightfully over high cliffs, and you can view them at close proximity from above or below. Then wind up your visit with a hike or stroll along the Cataract Trail aside the banks of Twenty Mile Creek with easy access to the Bruce Trail.

Ball's Falls, its welcoming Centre and educational Gallery along with its majestic scenery have provided you, your family and friends with the perfect setting for a fulfilling day.

Your Nature Deficit has now been addressed!



BUILDING ON OUR SUCCESS

The NPCA has delivered educational programming and services, including cultural heritage, at Ball's Falls Conservation Area since its official opening to the community in 1964.

Educational programming at the site has had two primary focuses which continue as central themes today, including outdoor programs, environmental studies of natural heritage, as well as historical and cultural heritage studies.

This is a place where learning happens, where students, classes, children, youth and adults all come to immerse themselves in natural and cultural heritage. They are able to walk forested trails significant to early settlers over 200 years ago, and for Indigenous Peoples long before that. Within this setting, students engage in true experiential learning about the geological history of the land, its rich biodiversity of waters and skies in a recognized UNESCO World Biosphere Reserve. They are taken back in time to pre-colonial days, and early to mid-settlement. It is here in this place, within these natural surroundings that future generations develop their relationship with the environment.

THE IMPACT OF OUTDOOR AND ENVIRONMENTAL EDUCATION

There are many reasons why outdoor education and recreation are important for children, youth, and people across the life course. Being present in natural settings is well known to have positive effects on self-reported mental health and wellbeing and being active in the outdoors is not only invigorating, but supportive of physical health as well. Engagement in these areas has especially profound effects on people that have little access to the outdoors, or natural areas. Researchers have found that youth from inner-city and urban settings experienced both mental and physical benefits from outdoor education and recreation in the summer camp setting, fostering a connection to the natural environment, which is less accessible to those in such areas (Blakey, 2018). Other findings include that outdoor settings promote greater physical activity, which in turn improves sleeping and eating habits in children and youth (Blakey, 2018). Outdoor education teaches the relationships between biotic and abiotic elements found in the world in ways that are not available in traditional classroom settings, building a greater understanding of life and life cycles.

One of the most poignant justifications for outdoor, environmental and Indigenous education comes from Indigenous scholar and environmental scientist Robin Wall Kimmerer, who in her book *Braiding Sweetgrass*, asks how students (and future environmental scientists, teachers and scholars) can ever address climate change and human impacts on the environment if they do not believe that people can have a strong, positive and reciprocal relationship with the natural world. The significance of outdoor education lies within inspiring strong, positive relationships between people and the environment. From this relationship comes a sense of responsibility and reciprocity – a desire for the protection, preservation and honouring of the lands, waters and skies, and everything that lives within them for future generations. Only when we believe that people can have positive relationships with and impacts on the environment can we move towards a sustainable future.

This is the mission of the Ball's Falls outdoor, heritage, and environmental education programs. Whether it be students, educators and their families engaging in school trips to the conservation area, camps, or special events, NPCA programs offer an enriching opportunity to enjoy outdoors, explore and truly experience nature.

Outdoor learning, whether in a play-based, child-led or structured setting, is beneficial to childhood development. Benefits and improvements to health and development include:

- Climbing over logs in the forest requires problem-solving and develops gross and fine-motor skills.
- Understanding of bodily capability and strength-building.
- Development of social skills and self-regulation in outdoor settings. Students can display their emotions in a physical and healthy way in an outdoor setting, where open space allows for running, jumping, yelling, stomping and other big actions that are not permitted in traditional classrooms and learning spaces.
- Outdoor play and learning promote healthy risk-assessment and risk-taking behaviour in age and capacity-appropriate ways. Students must determine for themselves if they feel safe outside, engaging in activities like climbing, balancing on logs, being in open spaces.
- Learning adaptability and resiliency in changing environments and elements. Learning to play comfortably and safely outdoors, students understand how to prepare for a day in nature and consider the impacts and implications of changing weather and terrain conditions.

Learning About Water Quality in the Rain...

Learning at Ball's Falls Conservation Area is outside, all the time – except where severe weather, precipitation and winds make it unsafe. A fantastic example of this, is with the Ball's Falls Nature School – where learning not only happens in the rain – but because of the rain. Students that attend NPCA's Grade 9 and 11 Water Quality Program, have an opportunity to experience life as a water quality technician, where work takes place outside, especially when weather patterns change and fluctuate and affect surface water conditions. Imagine a group of 100 Grade 9 students learning to sample and test natural waters in the pouring rain. That experience, while it may be uncomfortable with soggy shoes, is nevertheless unforgettable, and drives home the message that the education program seeks to encourage: that the lands and waters are interconnected, and everything that we do as humans, as stewards of the land, has an impact and outcome.

INVESTING IN THE FUTURE

While most of the educational programming takes place outdoors, the value of an indoor space for learning, conversing, sharing and presenting new ideas is critical to the? Organizations' commitment to educational excellence. A significant investment was made to the NPCA's delivery of educational and recreational services with the opening of the Centre for Conservation at Ball's Falls Conservation Area in May 2008. Featuring a multipurpose space with a 150-person capacity, the Centre is a hub for education, and a setting for the introduction of environmental programs providing a generous and vast space for day camps and programs, as well as corporate meetings, private events, and weddings. Featuring an interpretive Gallery, the Centre is also a place of self-guided environmental education for visitors and tourists to the Conservation Area.

In addition to investing into educational facilities, over the past four years the NPCA has expanded and enhanced the selection of education programs and delivery. Programming has been focused on partnerships and collaboration with partners and stakeholders in education, such as publicly funded school boards, private and home schools, and local community groups. In 2017, staff met with the District School Board of Niagara to collaboratively develop a new, multi-day, overnight camp program for intermediate students. In spring 2018, the NPCA delivered the first session of the Outdoor Overnight Adventure Program at Ball's Falls Conservation Area, a two-day, one-night camping and environmental education program focused on providing youth with an authentic camping experience, as well as offering inclusive recreational and environmental lessons. In the first year, Ball's Falls hosted 312 intermediate students over the spring and fall sessions, with strong positive reviews from teachers. In 2019, over 500 students attended the Overnight camp program, demonstrating the growth, increasing interest and successful impact of this program. Students spend their days and nights hiking,

exploring, conducting research, stargazing and learning to prepare campfires to cook their own meals. This immersive experience set in the heart of Niagara’s natural green space is truly one of a kind within the region. The program has established a new momentum and investment in outdoor education within the Niagara Peninsula watershed.

In late 2019, a suite of enhanced education programs and day camps was prepared. With marked staff enthusiasm for the promise of a new year, and increased demand for programming, the impact of the global pandemic required a pivot and new approach for the delivering of these services. As Figure 1 demonstrates, prior to the COVID-19 pandemic, interest and participation in programming has been steadily increasing.

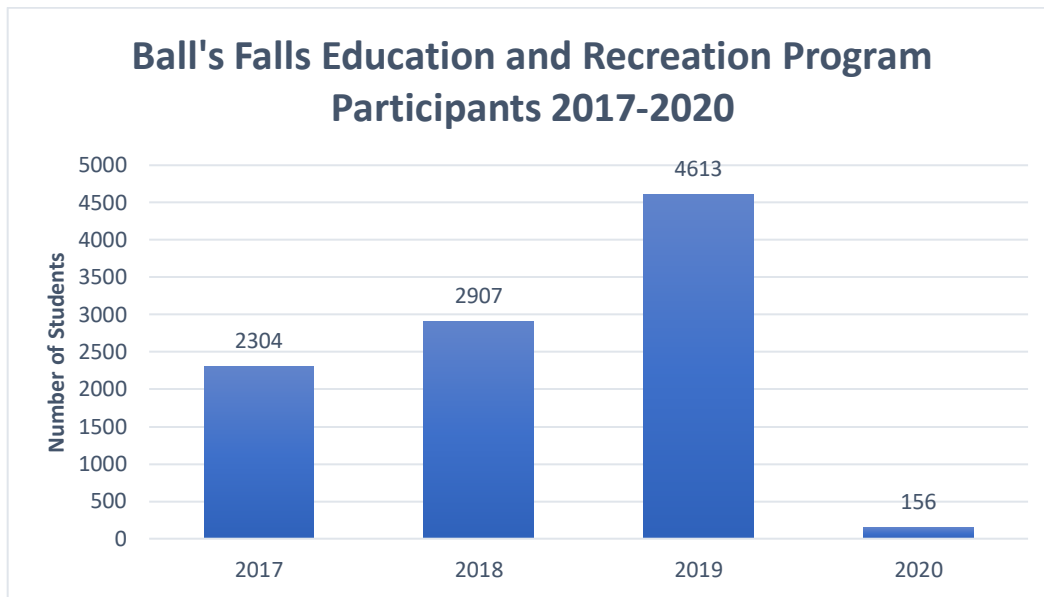


Figure 1: Ball's Falls Education and Recreation Program Participants 2017-2020

In 2020, staff developed at-home environmental education programming and materials for families and for educators, with strong positive feedback. Later in the year, the NPCA was one of the first organizations authorized to operate summer day camp programming due to the nature of the camps being set outdoors and in small group formats. These adaptations led to an innovative approach for educational programs, with the opening of the Ball’s Falls Nature School, an outdoor, small group school that combines traditional curriculum-based lessons, with inquiry-based and child-led forest exploration. In its first year of operation, Ball’s Falls Nature School provided environmental experiences for over 20 students who attended for either full-time or part-time learning. The Nature School is led by OCT-certified teachers with teaching specialities in environmental sciences, geography, and geology, and is designed for students in junior kindergarten through Grade 2. While 2020 presented various challenges, programs were adapted, and innovation occurred to allow authentic and valuable educational experiences to continue at Ball’s Falls.

BENEFITS OF OUTDOOR AND ENVIRONMENTAL EDUCATION

Outdoor learning and recreation are recognized as an equity-based form of engagement, where there are no requirements to participate or engage within outdoors or within nature. Students, children, families, classes do not need anything but themselves to learn outdoors. Outdoor education fosters a holistic understanding of concepts, and the world. It is important for teachers in traditional settings, and for school boards to incorporate,

support, fund, and promote outdoor learning – especially in urban settings, where many students and communities do not have access to natural settings or environments. For many students, their first interaction with the natural world and environment is within a school setting program, or field trip. Without access to these specific experiences, families, communities, and classes may not have opportunities to actively engage in nature. Outdoor education provides new perspectives to teachers and students – concepts not previously experienced in a classroom setting. Students see their teacher transform from the role of authoritarian to a guide and supporter. In return, teachers see their students engage differently than with traditional classroom teachings and curriculum, as students are encouraged to engage their senses actively. This often reveals different learning types and teaching strategies. When educators teach about nature and the environment within the environment, students can develop an intimate, sensory, and experienced-based relationship with the earth, developing a stronger sense of awareness, and responsibility for protecting and understanding natural systems. This is the heart of conservation and conservation education. When we learn about something, and can touch, smell, hear, feel, and taste it – we become more connected. Outdoor education fosters these connections.

Access to healthy environments, greenspaces, and recreation are important determinants of overall health. Outdoor recreation/education is physically engaging, while also mentally and emotionally calming. For younger students who learn in the outdoors, this experience provides a newfound feeling and sense of control which is a determinant of health for all age groups. Students who struggle in traditional classroom settings can thrive in outdoor education and day camp programs. Recently launched provincial programs are including “Nature Prescriptions” where medical practitioners can now prescribe their patients time spent outdoors to benefit and improve their physical health, mental health, and sense of wellbeing.

Ben’s Story...

My time at the Ball’s Falls Adventure Camp has been some of the best days of my life. From when I first arrived at 8 years old, to my continued involvement a decade later at 18, I have always been drawn to the area. As a camper, the fun, educational and engaging atmosphere provided to me by the camp leaders made me fall in love with the stories and nature of Ball’s Falls. Every summer, each return to camp was always a highlight.

Once I became too old to continue to attend camp, I found a new role there, volunteering as a junior leader. As a junior leader, I was eager to have the chance to share my knowledge to new campers, and to help continue the atmosphere that would make them enjoy and appreciate the area as much as I did at their age. My work as a volunteer junior leader eventually made way for my first job as a full camp leader. Here, I got to spend an even larger role in helping both campers and visitors appreciate the beauty I see at Ball’s Falls.

The time I spent at Ball’s Falls made me realize that I wanted to incorporate nature and people’s interactions with it into my career. I am currently in my first year of Geography and Environmental Management at the University of Waterloo. In whatever future career I find, I hope to continue to try to help people appreciate and understand the nature around us.

It is testimonials such as this, that demonstrate the importance of outdoor education and environmental programming and the meaningful impact they have on youth that will be making decisions for the future of this watershed and surrounding lands.

“The Gallery” is in need of YOUR help.

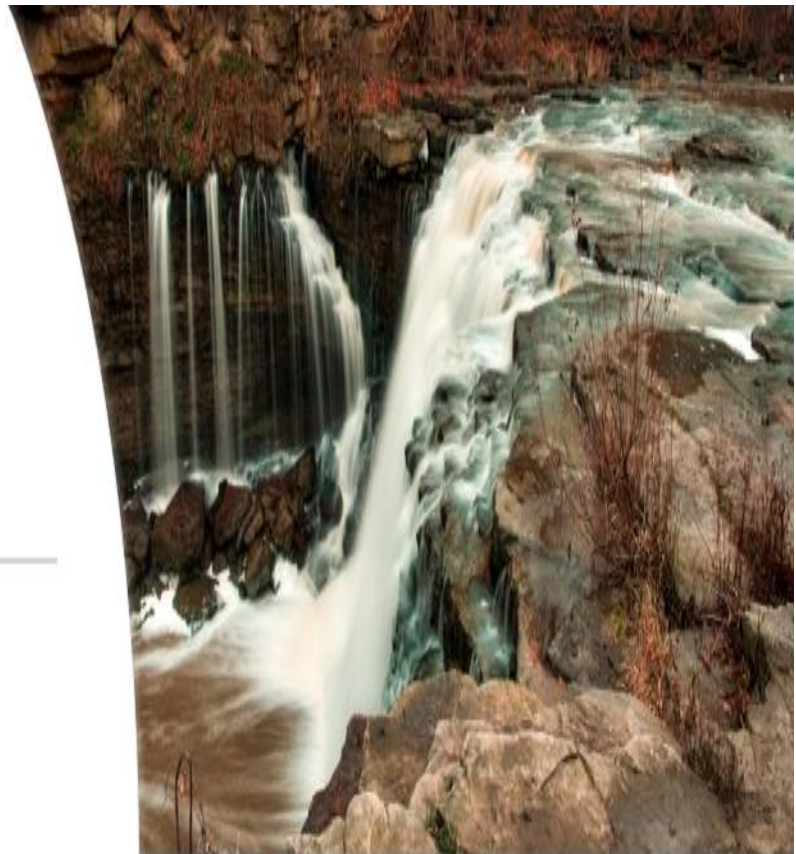
Gallery Challenges	Gallery Opportunities
Lacks interactivity and multimedia.	New design will provide state-of-the-art interactive educational models.
Lacks site flow for visitors.	Improved accessibility and flow of space will better accommodate visitors. The new “flow” will create a starting place for outdoor education programs.
Current educational content is only in English.	The new design will contain both official languages.
Gallery lacks integration with regional tourism partnerships and programs.	New investments will allow for engagement in the 2020+ Tourism Strategy for Twenty Valley, Town of Lincoln, West Niagara and will be a primary geosite within the proposed Niagara Peninsula Global GeoPark
Lack of marketing linkages to other regional sites and programs of value.	The Centre and Gallery will become an established part of the Ecotourism Hub in West Niagara and promote other sites within Ball’s Falls Conservation Area.
Lacks self-guided tours of Ball’s Falls features and significance.	The new Gallery will engage all ages, abilities, and diversities and incorporate accessible learning and activities.
Existing Gallery requires updated programs on critical topics such as climate change, Indigenous culture and history? etc..	The new Gallery will communicate Conservation Authority programs and services as well as integrate with broader watershed programming initiatives..

Phase 1: Design
2020 – May 2021
Fully Funded \$39,550

The team is working with a consultant to produce new Gallery environmental education programs:

Flowing Past: The Twenty Mile Creek
How culture and the environment interact

1. Twenty Mile Creek Watershed
2. Birds of Niagara Identification
3. Carolinian Forest Diversity: Plants and Animals
4. Indigenous History
5. Early Settler History: The Rise and Fall of Glen Elgin
6. Geological History: The Niagara Escarpment
7. The NPCA and Ball's Falls Today
8. Climate Change in Niagara: Impacts and Solutions
9. Nature is Health: Wellbeing and Recreation



Phase II: Build
May to December 2021
Budget \$60,000
Raised to Date \$25,500

Funds raised by the
Foundation to date for
Phase II include:

Enbridge Gas
Nevada Funds
Calamus Estate Winery



We anticipate annual visitation to Ball's Falls Conservation Area to be 350,000 people, including tourists, daily visitors, school groups and special event guests.

Visitors to Ball's Falls Conservation Area generally begin their journey within The Centre for Conservation, where they will learn about the significance of area, trails and cultural heritage, while immersing themselves in an engaging experience within The Gallery. Tourists and visitors to the region (which region? Lincoln, The Regional Municipality of Niagara?) will discover why the Niagara Escarpment, the Niagara Peninsula watershed, the Carolinian forest, and Ball's Falls are so unique.

The Gallery will serve as the starting place for education programs, where students will be oriented before their outdoor exploration. With your support, The Gallery will provide an educational and interactive opportunity for visitors from across generations to learn and play on their way to an authentic nature experience.

Phase III:
Waterscape
2022
Budget \$250,000

New Waterscape feature will:

- Adapt the Centre's hallways for an interactive, holistic experience
- Integrate with trail systems (NPCA, Bruce Trail) and Heritage Village
- Connect to similar heritage sites and museums
 - (Ex. Morningstar Mill and Town of Lincoln Museum)
- Integrate with Conservation Ontario and Authority initiatives
- Provide an ecotourism hub in west Niagara, a starting place for natural and cultural heritage exploration



Niagara Peninsula Conservation Foundation needs YOUR support to raise \$284,500 to see our vision come to fruition.

We invite you to join us as we make a positive difference in our environment, right here in Niagara!

Andrea Crosby-DiCenso
Executive Coordinator
Niagara Peninsula Conservation Foundation
905-778-3135 x 435
Mobile: 289-969-1212
acrosby@niagaraconservationfoundation.com

Our exciting vision for environmental education excellence and nature based tourism

The Ball's Falls Centre for Conservation



In his 2005 book, “Last Child in the Woods,” Richard Louv wrote about what he called nature-deficit disorder and cited about 60 scientific studies looking at the benefits of nature and the problems that can come from being too isolated from the natural world.

It is well documented that nature has a healing power. Environmental education enables us to interact with nature, allowing us to better understand and protect our environment. We have all heard that our obligation as a society is to leave behind a better world for our children. One way to better appreciate and protect our environment while addressing our nature deficit is in our own backyard – at Ball’s Falls Conservation Area.

The Centre for Conservation at Ball’s Falls Conservation Area is on an exciting journey to enhance “The Gallery” - an educational experience which will provide engaged, tactile, and experiential learning for people of all ages. Linked to this experience is the ability to address our “nature-deficit” and become a viable and sustainable tourism destination in Niagara.

We need YOUR help to make this vision a reality.

Our dream has been visionary for 50 years

Recognizing the need to protect green spaces and invest in environmental education, the *Niagara Peninsula Conservation Foundation (Foundation)* was created 50 years ago to raise funds for the *Niagara Peninsula Conservation Authority (Authority)*.

Our vision – We are a leaders in providing resources to support conservation work throughout the Niagara Peninsula watershed.

Our mission – Working with our community, we are dedicated to raising much-needed funds to increase greenspace, improve water quality, provide for habitat restoration, and support environmental research and education.



Tell me and I forget. Teach me and I remember. Involve me and I learn.

Benjamin Franklin

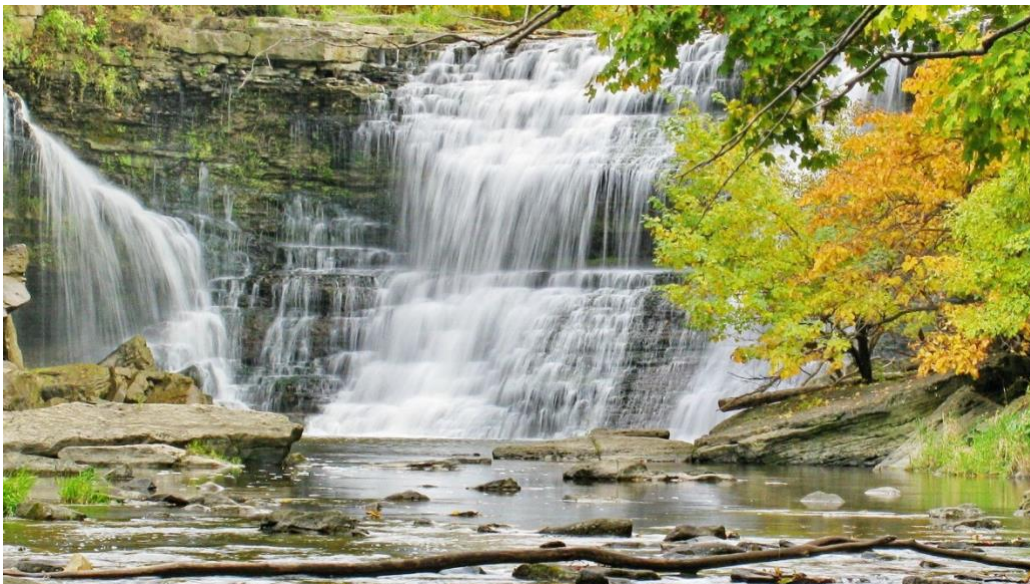
Achieving our vision and mission

The Conservation Authority was created in 1959 under *The Conservation Authorities Act*, to protect significant environmental spaces, to restore degraded natural areas, to provide for flood protection, and to deliver environmental education, to name a few. For 60 years, the Authority has enacted successful watershed protection and restoration programs - npca.ca

The Foundation, created in 1969 under *The Corporations Act* is a proud fundraising partner who has raised close to \$2 million dollars for the Authority's land protection and education programs – niagaraconservationfoundation.com

The Authority has amassed an impressive chain of 41 conservation areas throughout the Niagara River watershed totalling 2954 hectares (7300 acres) of land. These properties represent some of Ontario's treasures protecting the Niagara Escarpment, the Ontario Greenbelt, shoreline areas, wetlands, and an UNESCO World Biosphere site.

Ball's Falls Conservation Area represents The Centrepiece of the Niagara Benchlands...



Twenty Mile Creek cascades over the Niagara Escarpment at Ball's Falls

Phase 1: Design
2020 – May 2021
Fully Funded \$39,550

The team is working with a consultant to produce new Gallery environmental education programs:

Flowing Past: The Twenty Mile Creek
How culture and the environment interact

1. Twenty Mile Creek Watershed
2. Birds of Niagara Identification
3. Carolinian Forest Diversity: Plants and Animals
4. Indigenous History
5. Early Settler History: The Rise and Fall of Glen Elgin
6. Geological History: The Niagara Escarpment
7. The NPCA and Ball's Falls Today
8. Climate Change in Niagara: Impacts and Solutions
9. Nature is Health: Wellbeing and Recreation



Phase II: Build
May to December 2021
Budget \$60,000
Raised to Date \$25,500

Funds raised by the
Foundation to date for
Phase II include:

Enbridge Gas
Nevada Funds
Calamus Estate Winery



We anticipate an annual visitation to Ball’s Falls Conservation Area of 350,000 people, including tourists, daily visitors, school groups and special event guests.

With few exceptions, visitors to Ball’s Falls begin their journey in The Centre for Conservation, where they will learn about the conservation area, its trails and cultural heritage, and immerse themselves in an engaging experience within The Gallery. Here, tourists and visitors to the region will discover what makes the Niagara Escarpment, the Niagara Peninsula watershed, the Carolinian forest, and Ball’s Falls unique.

The Gallery will serve as the starting place for education programs, where students will be oriented before their outdoor exploration. In all, The Gallery provides an educational and interactive opportunity for visitors from across the life course to learn and play on their way to an authentic nature experience.

**Phase III:
Waterscape
2022
Budget \$250,000**

New Waterscape feature will:

- Adapt the Centre's hallways for an interactive, holistic experience
- Integrate with trail systems (NPCA, Bruce Trail) and Heritage Village
- Connect to similar heritage sites and museums
 - (Ex. Morningstar Mill and Town of Lincoln Museum)
- Integrate with Conservation Ontario and Authority initiatives
- Provide an ecotourism hub in west Niagara, a starting place for natural and cultural heritage exploration



Ripley's Aquarium, Toronto



Indianapolis Children's Museum



Indianapolis Children's Museum

Niagara Peninsula Conservation Foundation needs to raise \$284,500 to see our vision come to fruition. We invite you to join us as we make a positive difference in our environment, right here in Niagara!

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NIAGARA PENINSULA CONSERVATION FOUNDATION
GRANT MANAGEMENT STRATEGY
APRIL, 2021

The Executive Coordinator's workplan calls for 30% of her time to be spent on grant applications. To ensure that applications compliment NPCA work, this Grant Management Strategy was developed with assistance from NPCA staff.

The grant writing process is divided into three categories: Research, Development and Management. This document breaks down the individual tasks associated with each category and specifics to better understand the allocation of time needed for each.

This strategy is intended to be a working document to provide better organization, time efficiency and work effectiveness to the Executive Coordinator position and all involved in the grant writing process.

OVERVIEW

Grants are:

- non-repayable amounts of money given to support an individual, organization, non-profit, institution, business, project or program;
- typically funded by Government bodies, foundations, trusts, individuals and corporations; and
- categorized into types that include capital, capacity-building, organizational effectiveness and operating.

Grant writing is *not* a solo endeavor, the grant writing team includes any and all staff involved in the implementation and success of the application. In alignment of both organizations, grants will be sought in the funding areas of *education, restoration and conservation areas and lands.*

Grants are an important, but not main, source of income to non-profits and organizations especially in early phases of new programs or projects. Other forms of revenue including fundraising initiatives and campaigns should be considered to demonstrate not only a commitment to the program or project but so a reliance on grant funding doesn't develop.

RESEARCH

It is incredibly important as part of the grant writing process that a significant amount of research is completed to not only find aligned grants and funders, but also better understand funders and how they align with our organizations' goals.

Identifying the goals of our organizations, potential funding needs, updating the *Grant Management Strategy* and assessing organizational preparedness should be completed at the beginning of the fiscal year. Investing time into these areas serves as an opportunity to address concerns, establish roles and ensure the time of all involved in the grant writing process is used effectively.

Thorough research should be completed to find aligned grants and funders and better understand how they align. In addition to creating and regularly updating the funder pipeline, tracking key performance indicators (KPI's) of funders is highly important in establishing, developing and maintaining relationships with future funders, as well as increases the chances of better alignment and a successful application.

The NPCF will provide NPCA staff with the following:

- A list of potential grants and funders;
- Funder analytics and KPI's where necessary; and
- An *Organizational Assessment* for preparedness based on the Executive Coordinator Work Plan.

The NPCA will provide NPCF staff with the following:

- Input on the list of potential grants and funders; and
- An *Organizational Assessment* for preparedness.

<u>TASK AND SPECIFICS</u>	<u>CONSIDERATIONS</u>
<p><u>IDENTIFY AND ESTABLISH NEED</u></p> <ul style="list-style-type: none"> • Identify our goals and mission (NPCF and NPCA) • Identify and evaluate potential funding needs • Assess and evaluate organizational preparedness 	<ul style="list-style-type: none"> • <i>What are the NPCF/NPCA's long-term project/program goals?</i> • <i>Can the NPCF/NPCA do the same work without grant money?</i> • <i>Does the public, your community, or your targeted population actually need what is being proposed?</i> • <i>Is the NPCF/NPCA prepared to put in the time, effort, money, and commitment to produce a top-notch grant proposal?</i> • <i>Is the NPCF/NPCA prepared to carry out the project if the grant is approved?</i>
<p><u>SEARCH, IDENTIFY AND TRACK</u></p> <ul style="list-style-type: none"> • Manage subscription to Imagine Canada's <i>Grant Connect</i> • Search potentially aligned grants and funders • Find funders with matching goals • Create a funder pipeline and profiles and update (as needed) • Identify funder mission and board of directors • Identify and track funder preferences (KPI's) • Identify successful grant recipients and proposals 	<ul style="list-style-type: none"> • <u><i>Use specific and targeted keywords:</i></u> <i>education, educational programming, outdoor education, nature, heritage, conserve, conservation, habitat, restoration, conservation area and lands, nonprofit, foundation, Niagara peninsula</i> • <u><i>Tracking funder KPI's:</i></u> <i>average gift amount, geographical (where they give), do they accept solicited or unsolicited proposals, preferred areas of giving (environmental, education, etc) and communication preferences (RFP/LOI necessary or not)</i>

DEVELOPMENT

In the grant writing process, development encapsulates not only the writing of the actual proposal, but establishing contact with key aligned funders, other non-profits, successful grant recipients, addressing the grant criteria and guidelines and submitting a Request for Proposal (RFP) / Letter of Inquiry (LOI) where requested.

Development of the application only commences once contact with aligned funders is established, and the application guidelines have been thoroughly addressed and comprehended. Using SMART objectives when determining initial project details as well as the 3 C's when curating the application is recommended to ensure all details are included and demonstrate considerable thought was involved.

A thorough review of the application should be completed by all staff involved in the grant writing process, prior to submission to ensure all necessary edits are considered.

The NPCF will provide NPCA staff with the following:

- Recommendations to pursue or defer in accordance with *Organizational Assessment* and application guidelines;
- Advice on alignment;
- Curation of RFP/LOI (where necessary);
- Copy of blank grant application and sub;
- Curation of grant application; and
- Notification of application submission.

The NPCA will provide NPCF staff with the following:

- Assistance with application (providing all details, including budget, in relation to the project or program as outlined in the grant application and guidelines); and

- Edits and revisions where necessary.

<u>TASK AND SPECIFICS</u>	<u>CONSIDERATIONS</u>
<p><u>ESTABLISH CONTACT</u></p> <ul style="list-style-type: none"> • Establish contact with key funders • Network with other non-profits and successful grant recipients • Seeking help and direction where necessary and in accordance with funder communication preferences 	<p><i><u>When contacting funders, include:</u></i></p> <ul style="list-style-type: none"> • <i>A short introduction (who we are) and information about intentions on implementing work (especially if the grantmaker is not located in the same place geographically).</i> • <i>A pitch of why we think they are a strong potential funding partner based on research of their funding and recent grant history.</i> • <i>Up to three thoughtful questions that were not answered through research but could help customize the proposal to be more competitive in their process.</i>
<p><u>ADDRESS GRANT CRITERIA AND GUIDELINES</u></p> <ul style="list-style-type: none"> • Gaining a thorough understanding of requirements • Ensuring alignment and dealing with misalignment • Making appropriate changes and recommendations • Curation of RFP/LOI 	<p><i><u>Using SMART objectives:</u></i></p> <ul style="list-style-type: none"> • <i><u>Specific:</u> Provide the “who” and “what” of program activities.</i> • <i><u>Measurable:</u> Quantify the amount of change expected with measurable objectives.</i> • <i><u>Achievable:</u> Program goals must be attainable within a given time frame, and how they plan to be achieved must be</i>

	<p><i>clear.</i></p> <ul style="list-style-type: none"> • <i><u>Relevant/Realistic</u>: Address the scope of the problem and the programmatic steps implemented to solve the problem.</i> • <i><u>Timely</u>: Provide a time frame indicating when the objective will be measured or a deadline for the objective to be met.</i>
<p><u>APPLICATION</u></p> <ul style="list-style-type: none"> • Curation of application • Reviewing and checking • Submission and meeting deadlines 	<p><u>The 3 C's:</u></p> <p><i><u>Clarity</u>: The goals and objectives for the project should be measurable, and the evaluation plan for the project is clear and outcome-based.</i></p> <p><i><u>Concise</u>: Directly answer the question and include relevant and consistent information across all application elements.</i></p> <p><i><u>Compelling</u>: The proposal needs to be written in a way that leaves the reader/reviewer wanting to take action.</i></p> <p><u>4 Key Questions When Reviewing:</u></p> <ul style="list-style-type: none"> • <i>What is the application criteria?</i> • <i>Is your story consistent across all elements of the application?</i> • <i>What is unique about your proposal?</i> • <i>What do you know about your reviewers?</i>

MANAGEMENT

Management in the grant writing process, includes the creation and maintenance of a grant calendar, correspondence with funders and reporting as outlined in the application guidelines.

The grant calendar includes most of the same information from the funder pipeline and accessible to all involved in the grant writing process. The grant calendar is intended to be a working document that is updated regularly to keep a record of deadlines, submissions and status of applications.

Both correspondence and reporting will be determined by the success of the application. Reporting to the funder is necessary when funding is received and as such, reporting requirements should be reviewed accordingly. Regardless of the application's success, funders should be thanked for the opportunity to apply and asked about application feedback.

The NPCF will provide NPCA staff with the following:

- A detailed Grant Calendar;
- Notification of grant status and changes;
- Curation of reports (where necessary and if funding is received);
- Summary of application results and outcomes (if funding is not received)

The NPCA will provide NPCF staff with the following:

- Assistance with reporting (providing all details relating to quantitative and qualitative data, and measurable outcomes and results).

<u>TASK AND SPECIFICS</u>	<u>CONSIDERATIONS</u>
<p><u>GRANT CALENDAR</u></p> <ul style="list-style-type: none"> - Using the funder pipeline, create a calendar reflecting all solicited/unsolicited grants, progress, relationship development, and deadlines - Maintain and update calendar accordingly 	<ul style="list-style-type: none"> • <i>Be aware of notifications for changes in the application process, required information or documentation or deadlines</i> • <i>Check funder websites regularly</i>
<p><u>CORRESPONDENCE</u></p> <ul style="list-style-type: none"> - Thank funder for the opportunity (regardless of outcome) - Application follow-up with funder, feedback, advice and alternative or future funding opportunities (regardless of outcome) - Recognition - Addressing winning and losing grant applications 	<p><u>If Funding Is Received</u></p> <ul style="list-style-type: none"> • <i>Arrange cheque presentation and photo op where applicable</i> • <i>Funder recognition on NPCF social media and website highlight</i> • <i>Funder recognition in NPCF/NPCA media release</i> <p><u>If Funding Is Not Received</u></p> <ul style="list-style-type: none"> • <i>Thank funder for the opportunity</i> • <i>Application follow-up with funder, feedback, advice and alternative or future funding opportunities</i>
<p><u>REPORTING</u></p> <ul style="list-style-type: none"> - Fulsome reporting as required by the funder in accordance with the grant application and guidelines 	<ul style="list-style-type: none"> • <i>Ensure to review reporting requirements where necessary if funding is received</i> • <i>Evaluating overall impact and outcomes</i>

RESOURCES:

- *Introduction to Grant Writing*, Association of Fundraising Professionals (AFP)
- *Grant Writing Guides*, Charity How To
- *Logic Model Development Guide*, W/K Kellogg Foundation
- *Writing Successful Proposals*, Niagara Community Foundation
- Grant Workshop presented by Doug Flanders of the Hilborn Group

Submitted by:

Original Signed by:

Andrea Crosby-DiCenso, NPCF
Executive Coordinator

TO: Foundation Chair and Board of Directors

FROM: D. Gayle Wood, Managing Director/
Secretary-Treasurer

REPORT NO. FND-BOD-01-2021

DATE: February 11, 2021

SUBJECT: Review - Greater Toronto Area (GTA) Conservation Foundations

RECOMMENDATION: That Report No. FND-BOD-01-2021 entitled Review – Greater Toronto Area Conservation Foundations dated February 11, 2021 be received; and

Further that the Board of Directors approve the recommendations outlined in Report No. FND-BOD-01-2021.

Purpose of the Report:

The purpose of this Report is to provide the Board of Directors with an overview of selected GTA Conservation Foundations in order to:

- provide the Board with recommendations on enhancements to the NPCF; and
- enable the Board to discuss actions for further alignment with the Niagara Peninsula Conservation Authority (NPCA) to enhance effectiveness and efficiency of the NPCF.

1. Background:

At the December 10, 2020 meeting of the Foundation’s Board of Directors, Resolution No. FND-BOD-79-20 was approved as follows:

“That the Managing Director/Secretary-Treasurer prepare a report for the February 11, 2021 meeting regarding the operations of other GTA Foundations.”

2. History of NPCF Staffing:

The Niagara Peninsula Conservation Foundation was created at the request for the Niagara



Peninsula Conservation Authority in 1969 under *The Corporations Act*. The objects outlined in its Letter's Patent are to aid the Authority in the cultivation and advancement of conservation by serving as a permanent custodian of the endowment funds for the NPCA.

From 1969 to around 2017, Foundation staff were integrated into the operations of the NPCA. During this time, the Foundation also relied on Authority staff for financial, administration, communications, and project support. The Foundation's Executive Director's (ED) salary was covered, in full, by the Authority and the ED reported to the Authority CAO, operationally, and to the Chair and Board of Directors of the Foundation regarding policies, budget, audit, etc.

Around September 2017, funding support for the ED's salary was withdrawn and the NPCF was required to raise salary dollars for their [now] Executive Coordinator. This scenario was ultimately unsuccessful, which led to the departure of the Coordinator in March 2019. From then until August 2020, Foundation operations were managed by the volunteer Board Members. In August of 2020, the Foundation was successful in re-hiring the Executive Coordinator on a part time basis (2 days per week). During this time, the Foundation was effective with programs such as The Holiday Trail and the Directors' Donation Challenge; however, the Board realized to reach a higher potential a full-time staff member was required.

As a result of the 2021 budget discussions, the EC was hired on a full-time basis (5 days per week); however, the Board was again faced with a lack of funding to cover the salary costs. Having to raise the EC's salary requires the NPCF to obtain donations of around \$50,000 before the Foundation can consider disbursement of funds to the Authority. While rebuilding the Foundation, this target is not attainable.

3. Review of Selected GTA Conservation Foundations:

At the December 2020 Board of Director's meeting, approval was provided for a review of other GTA based Conservation Foundations and their relationship to their Conservation Authorities to determine how their successes are achieved.

The following Foundations were selected given similarities in geographic location (within the GTA), Authority operational budgets (except TRCF) and staff compensation rates.

- a) **Credit Valley Conservation Foundation (Mississauga)**
- b) **Lake Simcoe Conservation Foundation (Newmarket)**
- c) **Toronto and Region Conservation Foundation (Toronto)**
- d) **Hamilton Conservation Foundation (Hamilton)**
- e) **Conservation Halton Foundation (Burlington).**

The Managing Director completed phone interviews with the Executive Directors, or designates, from each of the above noted organizations as well as obtained information from their websites. The following questions were posed to the Conservation Foundation staff:

1. When were you incorporated?
2. What is your staff compliment? Does the Authority support any of these staff salaries?
3. Which Authority staff does the Foundation rely on for support? Does the Foundation compensate the Authority for support staff?
4. What were your 2018, 2019 or 2020 revenues? How much was transferred to the CA? What was your operational overhead (staff salaries and expenses)?
5. Can you briefly overview your programs and projects that support the CA?
6. What is your organizational alignment with the Conservation Authority and who do you report to?

The following provides a summary of the five Conservation Foundations reviewed, followed by a table which summarizes the results of this consultation.

(a) Credit Valley Conservation Foundation (CVCF)

The Credit Valley Conservation Foundation was founded in 1964. The Foundation has four full-time (FT) staff members:

- Executive Director (FT)
- Specialist, Corporate Engagement (FT)
- Coordinator, Community Fundraising (FT)
- Grants Coordinator (FT).

The Conservation Authority pays for the Executive Director's salary (\$94,488 to \$112,486) through their general levy. The Foundation's revenues cover the remainder of the three staffing salary positions and expenses. The Grants Coordinator serves the entire Conservation Authority /Foundation organizations and coordinates all grants with a few exceptions.

The Foundation's revenue in 2019 was around \$1.8 million; \$1.6 million of which was transferred to the Authority that year. Their operating salaries and expenses, (excluding the Executive Director, were \$166,000.

The Authority's CAO is an ex officio, non-voting member of the Foundation's Board and serves as its Secretary-Treasurer. The Authority appoints two other voting members to the Foundation – the Chair and one other Board Member.

(b) Lake Simcoe Conservation Foundation (LSCF)

The Lake Simcoe Conservation Foundation was created in 1973. This Foundation has four staff members:

- Executive Director (FT)
- Development Officer (FT)
- Annual Fund Coordinator (Part time – PT in 2020 due to retirement)
- Campaign Manager (FT Contract – not retained in 2021)

The Executive Director's salary (\$118,000 to \$122,000 annually) is supported 50% by the Lake Simcoe Region Conservation Authority. The Authority also funds \$13,000 as part of the salary of the Annual Fund Coordinator which is a part-time position.

The Foundation raised around \$1.3 million in 2019; of which \$568,127 was transferred to the Authority. The remaining revenue was retained for the Nature Centre Capital Campaign and staff salaries and expenses of around \$192,585.

The Authority's CAO is not member of the Foundation's Board but is an advisor to it. The LSRCA/CF has moved toward the "Advancement Model" of fundraising, where the ED is part of the Authority's Senior Leadership Team and reports operationally to the Authority's CAO as well the Foundation Chair and Board. The Authority's Chair or designate and Vice Chair serve on the Foundation's Board as voting members.

(c) Toronto and Region Conservation Foundation (TRCF)

The TRCF was created in 1961. The Foundation reorganized in 2019/2020 and their staff are now fully integrated into the Conservation Authority organization. Foundation staff report to the Chief Financial and Operating Officer (head of the Corporate Services Division) organizationally and to the Chair and Board of Directors of the Foundation. Given this new organizational structure, the Foundation does not have an Executive Director but does have five positions; four are full time and one is a full-time contract, as follows:

- Development Officer – Partnerships and Engagement (FT)
- Coordinator – Donor Stewardship (FT)
- 3 other positions.

Similar to NPCF staff salaries are paid by the Authority; however, the Foundation reimburses the Authority 100% for the salaries.



This Foundation's annual revenue (2018) was around \$2.6 million; of which around \$1 million was transferred to the Authority. Administrative overhead for salaries and expenses was around \$655,000 which the Foundation covers from its revenues. Grant writing is done through the Authority as opposed to the Foundation.

The Authority's Chair and CEO serve on the Foundation's Board of Directors as voting.

Hamilton Conservation Foundation (HCF)

The Hamilton Conservation Foundation was incorporated in 1976. The Foundation's staff salaries and expenses are paid by the Authority and the Foundation reimburses the Authority 25% (\$38,250) of those expenses. The Foundation has two staff positions with a shared position with the Authority, as follows:

- Executive Director (FT)
- Administrative Coordinator (FT)
- Grants Officer (FT – shared staff member with Authority).

The Foundation had an annual revenue of around \$688,759 (2020) with an administrative overhead of around \$153,000. From their revenue, they transferred around \$535,000 to the Authority.

The Authority CAO serves on the Foundation Board as a non-voting member. The Authority appoints two members to the Foundation Board as non-voting members, and the Foundation Chair sits on the Authority Board as a non-voting member.

(d) Conservation Halton Foundation

The Conservation Halton Foundation was created in 1974. The ED's salary is supported by the Conservation Authority. The Foundation has three staff as follows:

- Executive Director (FT)
- Administrative Support (PT)
- Grant Writer (PT).

The Foundation's annual revenue was \$620,000 (2020) from which they disbursed \$379,000 to the Authority. Total costs for staff salaries and benefits are around \$200,000 including the ED. The Foundation reimburses the Authority around \$60,000 for the part-time staff annually.

CF	Date	# of staff ED Salary	CA staff support	Budget	Programs/ Projects	Reporting
NPCF	1969	1 EC (around \$50,000)	Finance HR Admin. Marketing Comm.	Rev. \$31,000 To CA \$37,500 Op. \$6,000 (4 months)	-Con. Areas -Education -Events	EC reports to NPCF Man. Director and Board
CVCF	1964	4 FT ED (94,488 to \$112,486)	Finance HR Comm/ Marketing IT/IM	Rev. \$1.8 m To CA \$1.6M Op. \$166,146	-Con Areas -Education -Restoration -CV Trail -Events -Climate	ED member of Senior Managers Leadership Team (SLT). ED reports to both CAO/ST and Foundation.
LSCF	1973	3 FT 1 PT ED (\$118,000 to \$122,000)	Finance Comm. HR	Rev. \$1.3 m ToCA \$424,385 Op. \$192,585	-Education -Restoration -Water Quality -Events	ED part of CA (SLT) - Reports to CF Chair and CA CAO
TRCF	1961	5 FT No ED		Rev. \$2.6 m To CA \$1.1 m Op. \$655,000	-Con. Areas -Education -Restoration -Events	
HCF	1976	2 FT 1 PT ED (\$80,000 to (\$98,000)	Finance Marketing HR	Rev. \$688,759 To CA \$535,068 Op. \$153,000	-Con. Areas -Education -Trails -Restoration --Events	Foundation ED sits on CA SLT but reports to Chair and Foundation
CHF	1974	1 FT 2 PT ED (around \$100,000)	Finance Marketing Events HR	Rev. \$620,000 ToCA \$457,000 Op. around \$200,000	-Con. Areas -Restoration -Education -Heritage	ED part of CA SLT- Reports to CF and CA CAO

4. **Summary:**

The GTA Conservation Foundations, including Niagara are similar in programming, but vary in the size of their budget, staffing and reporting relationships. The following outlines Conservation Foundation similarities:

- these Foundations have been operating for over 40 years.
- they all operate within the Greater Toronto Area.
- they were created to raise money for the Conservation Authority.
- they generally raise funds for conservation areas, restoration, and education.
- they rely on excellent working relationships with Conservation Authority staff.

The NPCF differs in the following:

- revenues raised by NPCF are significantly lower than its GTA counterparts.
- salary for the Executive Director (Coordinator) is significantly lower; and
- staff salaries are not supported by the Conservation Authority (TRCF is similar in this regard).

5. **Conclusions**

Other GTA Conservation Foundations have demonstrated effective “cost for dollar raised” metrics (return on investment) with the support of the Authority covering some staff salaries (with the exception of TRCF). Around 2005, when NPCF staff salaries were supported by the NPCA, Foundation donations reached a high of around \$220,000 annually demonstrating that the Foundation can provide a good return on investment.

Based on the findings of this report, it is concluded that:

- The NPCF dramatically underpays its Executive Coordinator.
- Authority salary support for the Executive Coordinator’s position is essential at this time.
- The Foundation will be in jeopardy in 2021 and beyond without Authority salary support for the EC and continued Authority staff support.

6. Recommendations:

Based on external consultations, it is recommended:

- **That the Executive Coordinator's title be changed effective February 11, 2021 to Foundation Director to reflect the importance of the position when dealing with major sponsors and corporate donors. This would be followed by annual performance reviews and consideration of the title of Senior Director in 2022 and Executive Director in 2023.**
- **That the Board focus on recruiting additional members at the April 8, 2021 meeting, who can provide contacts with the watershed's private sector and corporate communities.**
- **That the grant writing function be reviewed by NPCA/CF staff on order to achieve effective and efficient delivery of grant applications/implementation for both the Conservation Authority and the Conservation Foundation.**
- **That the Foundation review its By-Laws in relation to Authority appointments to the Foundation to be consistent with Imagine Canada standards.**
- **That the Foundation Chair be directed to discuss the results of the GTA Conservation Foundation Review in February 2021 and report back to the Foundation Board.**
- **That depending on the results of the Chairs' meeting, the Foundation's Executive Committee (Chair, Vice Chair and Secretary-Treasurer, the NPCA's CAO/ST and the NPCA Director Corporate Services (Foundation Assistant Treasurer) form an Ad Hoc Committee in February 2021 to address the issues of EC compensation, as well as required staff resources for the Foundation and provide recommendations to the June 10, 2021 Board of Directors' Meeting.**

Prepared by and Respectfully Submitted:

Original signed by

D. Gayle Wood
Managing Director/Secretary-Treasurer



NIAGARA PENINSULA CONSERVATION FOUNDATION
EXECUTIVE COORDINATOR WORK PLAN Q1 Review

The Executive Coordinator’s Workplan, which is consistent with the Job Description and approved Fundraising Strategy, was received by the Foundation’s Board of Directors on February 11, 2021.

The following provides a first Quarter update for the Board on Key Performance Indicators as outlined in the workplan.

ADMINISTRATIVE (20% of work allocation)

<u>TASK AND SPECIFICS</u>	<u>KEY PERFORMANCE INDICATORS (KPI)</u>
<u>MANAGE EC AND FOUNDATION EMAILS</u>	- Emails are checked daily and responded to
<u>CORRESPONDENCE</u>	- 29 tax receipts were issued on February 10th - Custom tax receipt letters were sent to 3 people.

	<ul style="list-style-type: none"> - A sympathy card was sent to long-time NPCA/NPCF partner, Mr. Marc Kealey with condolences on the passing of his brother.
<u>REPORTING</u> <ul style="list-style-type: none"> - Board of Directors' Report - Q1 Report on activities - 2020 Annual Report - Quarterly Financial Reports 	<ul style="list-style-type: none"> - First EC Report on Activities – February 11, 2021. - Q1 Report and KPI's – April 8th BOD Meeting. - Annual Report presented at April 8th Annual Meeting. - Q1 Financial Report will be circulated by Assistant Treasurer – April 2021.
<u>BOARD OF DIRECTOR AGENDAS AND MINUTES</u> <ul style="list-style-type: none"> - Post meeting schedule to website - Create Board Handbook/Package for new members. - Agenda and Minutes status 	<ul style="list-style-type: none"> - 2021 Foundation Meeting Schedule posted January 2021. - Board Handbook will be presented April 8th Board meeting. - All 2020 minutes signed and posted on website. - February 11th and April 8th Agendas complete and posted on website.
<u>WEBSITE/SOCIAL MEDIA MANAGEMENT</u> <ul style="list-style-type: none"> - Website Update(s) 	<ul style="list-style-type: none"> - Website Updated with Board and staff bios – February 12, 2021.

<ul style="list-style-type: none"> - Create weekly posting schedule. 	<ul style="list-style-type: none"> - Memorial Program page loaded on website March 5, 2021. - Canada Helps donation form has been replaced on the website with the new Micharity donation form so future donation data will be automatically added into the CRM. - 3 posts in March (Q1): Speaker Series – post week of March 8th Memorial Program – post week of March 15th Comfort Maple Pen – post week of March 22nd Posts scheduled for Q2: The Gallery Project at Ball’s Falls Directors Donation Challenge Education Bursary Outdoor Education Fund Chair’s Event
<p><u>CORPORATE</u></p> <ul style="list-style-type: none"> - General filing - Formatting of documents - Year end 	<ul style="list-style-type: none"> - Continued file transfer to Sharepoint Cloud. - Agenda and Minute Templates created. - Assisted with yearend closure for 2020 Audit.
<p><u>CRM MANAGEMENT – MICHARITY, BENEVITY AND CANADA HELPS</u></p> <ul style="list-style-type: none"> - Donor data 	<ul style="list-style-type: none"> - Q1 donations total: \$1,382.68 (Canada Helps, memorial donations, and speaker series sponsorship).

<ul style="list-style-type: none"> - Mail Campaigns and merges 	<ul style="list-style-type: none"> - New CRM system is operational, and donor data is being entered into system. - 221 letters to all donors on the new system was circulated on March 19th.
<p><u>PROFESSIONAL TRAINING AND DEVELOPMENT</u></p> <ul style="list-style-type: none"> - AFP Young Professionals Membership (renewed October 2020) 	<ul style="list-style-type: none"> - Attended funding briefing webinar relating to the Canada Healthy Communities Initiative grant on February 16, 2021. - Attended a follow-up webinar for first-time applicants relating to the Canada Healthy Communities Initiative grant on February 19, 2021. - Attended a “Digital Fundraising and Donor Stewardship in The Time of COVID-19” webinar presented by Niagara Community Recovery Planning Table on February 23, 2021. - Attended funding briefing webinar relating to the Fresh Water Future grant on February 25, 2021. - Attended Latornell webinar on “What Makes a Good Leader” on February 25, 2021.

GRANT RESEARCH, DEVELOPMENT AND MANAGEMENT (30%)

<u>TASK AND SPECIFICS</u>	<u>KEY PERFORMANCE INDICATORS (KPI)</u>
<u>RESEARCH</u>	<ul style="list-style-type: none"> - A yearly subscription was purchased to Imagine Canada’s Grant Connect database for \$500.00 (instead of a monthly as recommended – which saved us \$400.00). - A funder pipeline was created with eligible grants for 2021. - Funder files were created with copies of the application, guidelines, criteria and budget templates.
<u>DEVELOPMENT</u> <ul style="list-style-type: none"> - Consult with NPCA staff regularly on upcoming grants. - Provide NPCA staff with a list of grants, guidelines and details in accordance with their department. - Proceed with initial application upon confirmation from NPCA staff. 	<ul style="list-style-type: none"> - A Grant Management Strategy was created from the Foundation perspective. - A Grant Management group was created on Sharepoint that includes select NPCA staff who will be assisting in collaborative grants. - Funder files were uploaded.

	<ul style="list-style-type: none"> - Attended NPCA Leadership Team meeting February 11 to explain grant writing function and Grant Management Protocol. - Attended LT meeting March 11 to discuss high-priority grants for 2021, which will be further discussed and implemented with the Grant Management Team.
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FUNDRAISING INITIATIVES AND EVENTS (50%)

<u>INITIATIVE/EVENT AND SPECIFICS</u>	<u>KEY PERFORMANCE INDICATORS (KPI)</u>
<u>CHAIR'S EVENT</u>	<ul style="list-style-type: none"> - Workplan for a May event will commence week of April 12th. - Virtual event date in May to be confirmed with Chair - Calamus, Bench Brewing and Marv Ens confirmed interest to support collaborative gift incentive for attendees
<u>SPEAKER SERIES</u>	<ul style="list-style-type: none"> - Two speakers confirmed: - Mark Zelinski (Niagara Photographer), April 14, 2021 from 11:00 – 12:15pm

	<ul style="list-style-type: none"> - David Newland (Fellow of Canadian Geographic Society, Traveller), May 26, 2021 from 1:00 – 2:15pm - Two donations confirmed to cover Speaker costs - \$700.00 donation. - Zoom webinar platform confirmed for up to 100 participants (with option to purchase additional upgrades to participant limits as needed) - Events will be marketed through our website and social media (Facebook) with assistance from NPCA communications - Post-event request for donations is targeted between \$1,000 to \$2,000.
<u>COMFORT MAPLE PENS</u>	<ul style="list-style-type: none"> - A post was shared to the NPCA social media on February 8, 2021 marketing both the Comfort Maple Tree and sale of the pens with directions to the NPCF website. - Two pens have been purchased so far
<u>MEMORIAL PROGRAM</u>	<ul style="list-style-type: none"> - 3 memorial benches confirmed for 2021. - 1 memorial bench waiting for location and confirmation. - Target is 5 benches for 2021. - Gross amount for 3 benches is \$15,000; net to Foundation is \$4,500.
<u>EDUCATION BURSARY</u>	
- Terms of Reference	<ul style="list-style-type: none"> - Terms of Reference approved by Board – February 11th

<ul style="list-style-type: none"> - Bursary Logistics - Bursary Committee 	<ul style="list-style-type: none"> - Bursary flyer created. - Online application form created on a separate initiatives page on our website. - Letter drafted and circulated with bursary flyer to (Niagara) DSBN, (Niagara Catholic) NCDSB, (Hamilton-Wentworth) HWDSB, (Hamilton-Wentworth Catholic) HWCDSB, (Brantford-Haldimand-Norfolk Catholic) BHNCDSB and (Grand Erie) GEDSB the week of March 8, 2021. - Bursary Committee approved by Board – February 11th. - First Committee Meeting – April 2021, second meeting in June to review applications and third meeting in September for fund disbursement.
<p><u>HOLIDAY TRAIL (GENERAL)</u></p>	<ul style="list-style-type: none"> - Review of 2020 event occurred with NPCA staff on January 28, 2021 - Planning for 2021 event will commence in June
<p><u>DIRECTORS DONATION CHALLENGE</u></p> <ul style="list-style-type: none"> - Initiating requests to NPCA/NPCA and associated boards – Q2 	<ul style="list-style-type: none"> - Launch 2021 Directors Donation Challenge week of April 12th with letter from the Chair. - Donation target \$10,000 for 2021 - Reporting will occur quarterly. - Annual Report for 2020 profiled this initiative.
<p><u>OUTDOOR EDUCATION FUND</u></p> <ul style="list-style-type: none"> - Initiate request to Regional Chair 	<ul style="list-style-type: none"> - Discussions will commence in May with Chair and Vice Chair regarding approaches to the Regional Chair regarding 2021 Fund.

	<ul style="list-style-type: none"> - Discussions with NPCA staff for opportunity in having an option to “sponsor a child to go to camp,” with proceeds directed to this fund.
<u>RT. HON. JOHN TURNER WATER AND ENVIRONMENTAL LEADERSHIP AWARD</u> <ul style="list-style-type: none"> - Establish appropriate contacts at Niagara College and Brock University - Manage correspondence with Niagara College and Brock University regarding pre-paid financial commitment. - Develop a plan for these awards moving forward 	<ul style="list-style-type: none"> - Updated correspondence with Brock U and Niagara College in March to establish reporting on 2021 Award and profiling the winner. - Reporting plan will be developed in May.
<u>BALL’S FALLS GALLERY - CAPITAL CAMPAIGN PROJECT</u> <ul style="list-style-type: none"> - Case for Support and Case Statement - Fundraising workplan - Campaign Launch 	<ul style="list-style-type: none"> - Case for Support and Case Statement – developed for approval by Board on April 8th - Fundraising workplan will be developed in April. - 2-year project launched in May 2021

Submitted by:

Original Signed by

Andrea Crosby-DiCenso, NPCF
Executive Coordinator



— NIAGARA PENINSULA —
CONSERVATION FOUNDATION

Board Member Handbook

APRIL 2021

Ontario Corporation No. 0222428

Business No. 11905 7511

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1. INTRODUCTION

The Conservation Authorities Act (CAA) was created in 1946 and is the reason Conservation Authorities exist in Ontario.

The Niagara Peninsula Conservation Authority (NPCA) was created in 1959 under the CAA. The NPCA oversees conservation programs within the Niagara Peninsula watershed, which encompasses the Niagara Region and portions of the City of Hamilton and Haldimand County (refer to map on page 4).

The objects of a Conservation Authority under The CAA are to provide, in the area over which it has jurisdiction, programs and services designed to further the conservation, restoration, development and management of natural resources.

The NPCA manages the Niagara Peninsula watershed by:

- Developing and implementing programs that help protect life and property from natural hazards such as flooding and erosion.
- Managing its 41 properties, including Ball's Falls, Binbrook, Long Beach and Chippawa Creek, where it practices conservation, restoration, education, and the management of natural resources.
- Providing comments to municipalities on planning applications that occur in the Niagara Peninsula watershed where that development is taking place in NPCA's development review area.

A Board of Directors governs Conservation Authorities. Board Members represent their respective municipalities, cities and counties. More information on NPCA can be found on their [website npca.ca](http://www.npca.ca)

At the request of the NPCA, **the Niagara Peninsula Conservation Foundation (Foundation)** was created in 1969 under **The Corporations Act (now The Not for Profit Corporations Act)**.

The Foundation is a registered charity, governed by a volunteer Board of Directors who are dedicated to raising funds that aid in the conservation of our natural environment for present and future generations.

In accordance with the Foundation's Letters Patent, our sole objective is to be the custodian of funds for NPCA projects and programs that contribute to improving our water quality, increasing green spaces, wetland and habitat restoration, and environmental research and education. The Foundation's website provides further information at niagaraconservationfoundation.com



MAP OF NIAGARA JURISDICTIONAL WATERSHED AND FOCUS FOR OUR FUNDRAISING

VISION

A leader in providing resources to support conservation work throughout the Niagara Peninsula watershed.

MISSION

It is our mission to raise funds toward environmental endeavors that include increasing green space, improving water quality, habitat restoration, environmental research and education and conservation programs and projects, including museum projects.

VALUES

We are trustworthy and transparent by engaging in practices with our donors and partners that are accessible, accountable, fair, professional and timely and that are built on a foundation of respect, integrity and honesty.

We are responsible stewards through our communication to and relationships with our donors, and through our stewardship of the financial support directed to environmental initiatives.

We enable, engage and collaborate by funding environmental initiatives and bringing community organizations together to consult and form partnerships based on the respective strengths of each organization to focus on key environmental initiatives.

We have sound governance and management by adopting best practices and policies to ensure that full fiduciary and management responsibilities are achieved.

STRATEGIC PRIORITIES

The Foundation's current ***Strategic Plan – A Commitment to Conservation – 2020 to 2022*** outlines 6 strategic areas of focus for the next 2 years:

1. Update and approve the NPCF Strategic Plan – 2020 – 2022.
2. Strengthen organizational governance.
3. Become Niagara's environmental charity of choice.
4. Build strong community partnerships.
5. Continue with ongoing programs.
6. Development a Fundraising Strategy.

2. THE BOARD OF DIRECTORS AND STAFF

Foundation By-Law #8 currently enables a Board of Directors of twelve (12). This is a volunteer Board who are proud to contribute their time and expertise to raising funds for a better environment for current and future generations.

The Foundation endeavors to have members who represent the various geographic locations in the watershed, a gender balance, an ethnic and age diversity and a number of skills sets.

A list of the current Board of Directors and their biographies can be found [here](#).

The Foundation has one staff member: the Executive Coordinator. The NPCA further assists the Foundation by providing office facilities, financial, budget and audit assistance, HR support and liaison with staff experts in education, conservation lands, communication and administration.

Due to limited staffing, we are a working Board of Directors. In addition to two-hour meetings six times per year, Board Members are requested to assist with events, contribute to the Foundation within their ability and lend their expertise to developing programs and projects.

Policies

Below is a list of the policies for the Niagara Peninsula Conservation Foundation. All are linked directly to our website.

[Role of Officers](#)

[Board Responsibilities](#)

[Code of Conduct](#)

[Confidentiality and Privacy](#)

[Conflict of Interest](#)

[Board Recruitment](#)

[Financial Accountability](#)

[Risk Management](#)

[Donor Bill of Rights](#)

[Donor Recognition and Stewardship](#)

[Gift Acceptance](#)

Meeting Schedule

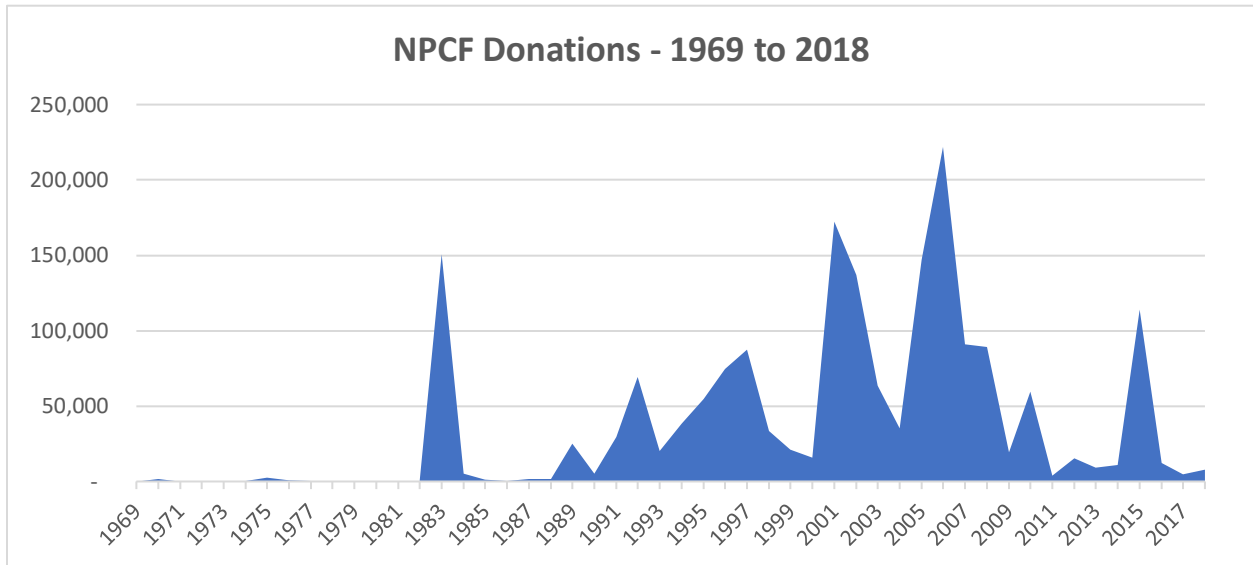
Below is the Niagara Peninsula Conservation Foundation Board of Directors meeting schedule as well as the schedule for which the agenda packages are sent to Board Members.

Agenda Package Distribution	Board of Director Meetings - 2021
February 2 nd , 2021	February 11 th , 2021
March 30 th , 2021	April 8 th , 2021 (Annual General Meeting)
June 1 st , 2021	June 10 th , 2021
August 3 rd , 2021	August 12 th , 2021
October 5 th , 2021	October 14 th , 2021
November 30 th , 2021	December 9 th , 2021

3. PROGRAMS AND ACCOMPLISHMENTS

Since 1959, the Foundation has raised almost \$2 million for NPCA conservation projects and education. Like most not-for-profits, donations can vary from year to year, depending on grants, capital campaigns and donations. Our Foundation is no different.

And like all not-for-profits, the global pandemic has had a profound impact. The Foundation, however, is dedicated to returning to a steady annual income of \$250,000 within the next few years.



Current Programs include:

Memorial Program
Chair's Event
Authentic Wild Game Dinner
The Holiday Trail Event
Rt. Hon. John Turner Gala
Director's Donation Challenge

Speaker Series
Education Bursary Program
Conservation and Education Program Support
The Gallery at Ball's Falls Capital Campaign
Rt. Hon. John Turner Leadership Award

SEAL

COAT OF ARMS

P R O V I N C E O F O N T A R I O

BY THE HONOURABLE

R O B E R T W E L C H ,
PROVINCIAL SECRETARY AND MINISTER OF CITIZENSHIP

TO ALL TO WHOM THESE PRESENTS SHALL COME

GREETING

WHEREAS The Corporations Act provides that with the exceptions therein mentioned the Lieutenant Governor may in his discretion, by Letters Patent, issue a Charter to any number of persons, not fewer than three, of twenty-one or more years of age, who apply therefor, constituting them and any others who become shareholders or members of the corporation thereby created a corporation for any of the objects to which the authority of the Legislature extends;

AND WHEREAS by the said Act it is further provided that the Provincial Secretary may in his discretion and under the Seal of his office have, use, exercise and enjoy any power, right or authority conferred by the said Act on the Lieutenant Governor;

AND WHEREAS by their Application in that behalf the persons herein named have applied for the issue of a Charter constituting them a corporation for the due carrying out of the undertaking hereinafter set forth;

AND WHEREAS it has been made to appear that the said persons have complied with the conditions precedent to the issue of the desired Charter and that the said undertaking is within the scope of the said Act;

AND WHEREAS by The Department of the Provincial Secretary and Citizenship Act, 1960-61 it is provided that the Provincial

Secretary and Minister of Citizenship may exercise the powers that were conferred on the Provincial Secretary at the time the said Act came into force;

NOW THEREFORE KNOW YE that under the authority of the hereinbefore in part recited Acts I DO BY THESE LETTERS PATENT issue a Charter to the Persons hereinafter named that is to say: G e o r g e F r a n c i s D e n i s o n G o l d r i n g, of the Township of Pelham, in the County of Welland and Province of Ontario, Solicitor; D o n a l d A n d r e w E l l i o t t, of the Township of Humberstone, in the said County of Welland, Superintendent; D o u g l a s E d w i n E l l i o t t, of the Township of Thorold, in the said County of Welland, County Assessor; J o s e p h W i l l i a m D o m i n s k i, of the City of Niagara Falls, in the said County of Welland, Salesman; W a l t e r E d m u n d T h e o b a l d, of the village of Niagara-on-the-Lake, in the said County of Welland, Nurseryman; and L e o n a r d J a m e s L e o, of the City of St. Catharines, in the County of Lincoln and Province of Ontario, Papermaker; constituting them and any others who become members of the Corporation hereby created a corporation without share capital under the name of

THE NIAGARA PENINSULA CONSERVATION FOUNDATION

for the following objects, that is to say:

- (a) TO aid The Niagara Peninsula Conservation Authority in the cultivation and advancement of conservation in the Province of Ontario by serving as permanent custodian of the endowment funds of The Niagara Peninsula Conservation Authority; and
- (b) TO do all such things as are incidental or conducive to the attainment of the above objects and without limiting the generality of the foregoing and subject to The Mortmain and Charitable Uses Act and The Charitable Gifts Act: 1. TO solicit, acquire,

accept or receive gifts, donations, bequests or subscriptions of money or other real or personal property whether they be unconditional or subject to special conditions provided any special conditions are not inconsistent with the above objects; 2. TO hold, manage, improve, develop, exchange, lease, sell, turn to account or otherwise deal with the real or personal property from time to time held by the Corporation and to retain any real or personal property in the form in which it may be received by the Corporation for such length of time as the board of directors may determine; 3. TO invest and deal with the moneys of the Corporation in such manner as the board of directors may from time to time determine; 4. TO use the income of the Corporation in such manner as the board of directors may from time to time determine for the following: (i) the payment of the purchase price of pioneer articles acquired by The Niagara Peninsula Conservation Authority; (ii) the payment of costs of acquisition of such articles including the payment of commissions, the costs of transporting, cleaning, repairing, restoring and moving such articles and all costs incidental thereto; (iii) educational work in all phases of conservation; (iv) research on conservation projects; and (v) purchase of land and buildings or structures with a conservation use; 5. TO enter into and carry out agreements, contracts and undertakings; 6. TO draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange and other negotiable or transferable instruments; 7. TO acquire by purchase, lease or otherwise any real property necessary for the carrying on of its objects; 8. TO demand, receive, sue for the recovery and compel the payment of all sums of money that become due and payable to the Corporation and generally to sue and be sued; 9. TO employ and pay such assistants, clerks, agents, representatives and employees and to procure, equip and maintain such office and other facilities and to incur such operation expenses as may be considered necessary; and 10. TO pay any costs and expenses of or

incidental to the incorporation and organization of the Corporation;

THE HEAD OFFICE of the Corporation to be situate at the Village of Fonthill, in the said County of Welland; and

THE FIRST DIRECTORS of the Corporation to be George Francis Denison Goldring, Donald Andrew Elliott, Douglas Edwin Elliott, Joseph William Dominski, Walter Edmund Theobald and Leonard James Leo, hereinbefore mentioned;

AND IT IS HEREBY ORDAINED AND DECLARED that the Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that, upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to The Niagara Peninsula Conservation Authority;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the Corporation shall be carried on exclusively for the objects herein set out and none other;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that no member of the Corporation, whether or not he is also a director, officer or employee of the Corporation, shall be entitled to receive from the Corporation any remuneration or compensation, except repayment of reasonable out-of-pocket expenses incurred by him in the performance of duties undertaken by him at the request of the Corporation;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the number of members of the Corporation shall be limited to those persons who shall be recommended by the Executive Committee and approved by The Niagara Peninsula Conservation Authority and such approval shall be for a period of three (3) years subject to re-approval for further term of three (3) years;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that subject to the provisions of The Charitable Gifts Act or of any other Statute or regulation passed thereunder in that behalf for the time being in force and except to the extent that any special condition attaching thereto may otherwise provide, all gifts, donations, bequests and subscriptions received by the Corporation shall be deemed to be capital of the Corporation.

GIVEN under my hand and Seal of office at the City of Toronto in the said Province of Ontario this fifth day of May in the year of Our Lord one thousand nine hundred and sixty-nine.

SEAL

"Robert Welch"

Provincial Secretary and
Minister of Citizenship

Dated May 5, A.D. 1969

PROVINCE OF ONTARIO

LETTERS PATENT

Incorporating

THE NIAGARA PENINSULA
CONSERVATION FOUNDATION

Recorded this 29th
day of May
as Number 75
in Liber 1818

"E. F. Morton"
E. F. Morton
Recording Officer

PROVINCIAL SECRETARY'S OFFICE
Toronto, Ontario



- NIAGARA PENINSULA -
CONSERVATION FOUNDATION

BY-LAW NO. 8, as amended

**A By-Law relating generally to the conduct of the affairs of
Niagara Peninsula Conservation Foundation**

Approved May 7, 2020

Amended June 11, 2020

Board of Directors

Niagara Peninsula Conservation Foundation

Ontario Corporation No. 0222428

Charitable Registration No.11905 7511 RR 0001

Business No. 107773624RR0001

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Treasurer

Secretary

Managing Director

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Appendix 1 – Code of Conduct

PREAMBLE

The Niagara Peninsula Conservation Foundation (NPCF), hereafter referred to as the Corporation, was created at the request of the Niagara Peninsula Conservation Authority (NPCA) under *The Corporations Act*. Through Letters Patent, the Corporation was created on May 5, 1969 to “aid the NPCA in the cultivation and advancement of conservation.”

The Corporation’s *Strategic Plan – A Strong Commitment to Conservation – 2020 to 2022* defines its Vision and Mission:

Vision – to be a leader in providing resources to support conservation work throughout the Niagara Peninsula watershed.

Mission – to raise funds toward environmental endeavors that include increasing green space, improving water quality, restoring habitat and conducting environmental research.

This By-Law outlines the framework under which the Corporation will operate in accordance with best practices in charitable governance as well as The Ontario Corporations Act and federal filing requirements.

SECTION 1 - General

1.01 DEFINITIONS

This By-Law, and all other By-Laws of the Corporation, utilizes the following definitions unless the context otherwise requires:

- a. **“Act”** means *The Corporations Act of Ontario* R.S.O. 1989 c 98 until such time as *The Ontario Not-for-Profit Corporations Act* 2010, R.S.O. 2010 CHAPTER 15 – is proclaimed and in force including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- b. **“Articles”** means the original Letters Patent or restated Articles of Incorporation or articles of amendment (Supplementary Letters Patent),

amalgamation, continuance, reorganization, arrangement or revival of the Corporation.

- c. **“Board”** means the Board of Directors of the Corporation and **“Director”** means a member of the Board.
- d. **“By-Law”** means this By-Law and any other By-Law of the Corporation as amended and which are, from time to time, in force and effect. All terms contained in the By-Laws which are defined in the Act shall have the meanings given to such terms in the Act.
- e. **“Ex Officio”** means that through virtue of their office at the Niagara Peninsula Conservation Authority, the Chair, or designate, and CAO of the NPCA shall be appointed annually, through a NPCA Board resolution to serve **“ex officio”** on the Board of the Corporation. Ex officio members have the right to attend Corporation meetings, count in constituting a quorum, make motions, speak in debate and vote on motions.
- f. **“Gender Reference”** Words in the singular include the plural and vice-versa. Words in one gender include both genders and **“person”** includes an individual, body corporate, partnership, trust and unincorporated organization.
- g. **“Meeting of Members”** – includes an Annual Meeting of Directors, a Special Meeting or a General Meeting of the Directors entitled to vote.
- h. **Niagara Peninsula Conservation Foundation (NPCF)** – created by Letter’s Patent under *The Corporations Act* on May 5, 1969, NPCF will be referred to as the Corporation throughout this By-Law.
- i. **“Ordinary Resolution”** – means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.
- j. **“Roberts Rules of Order Newly Revised (RONR), 2011, 11th Edition”** – means the manual of parliamentary procedures adopted by the Corporation as the guide for conducting meetings and making decisions.
- k. **“Special Resolution”** – means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 HEAD OFFICE

Until changed, the Head Office of the Corporation shall be located at 250 Thorold Road West, Welland, Ontario L3C 3W2.

1.03 CORPORATE SEAL

The Secretary or Secretary-Treasurer of NPCF shall be the custodian of the corporate seal. The seal, an impression whereof is stamped under the signatures of the Chair and Secretary in this By-Law, hereof, shall be the corporate seal of the Corporation.

1.04 EXECUTION OF DOCUMENTS

Contracts, documents, deeds, transfers licenses or any instruments in writing requiring the signature of the Corporation, shall be signed by the Chair or Vice Chair and the Secretary-Treasurer or Assistance Treasurer, who are approved signing officers, and who shall affix the seal to such instruments.

All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Notwithstanding any provisions to the contrary contained in the By-Laws of the Corporation, the Board of Directors may at any time, by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligations of the Corporation may or shall be executed.

1.05 FINANCIAL YEAR END

Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall be the thirty-first (31) day of December in each year.

1.06 BANKING ARRANGEMENTS

The banking business of the Corporation shall be transacted at the Bank of Montreal (BMO) 9 Pine Street North, Thorold, ON L2V 3Z9 as appointed by the Board of Directors. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

SECTION 2 – MEMBERSHIP

2.01 APPOINTMENT OF MEMBERS

The Membership of the Foundation shall consist of the applicants for the incorporation of the Corporation, who shall be members for their appointed term, or until their resignation or death, and such other persons admitted as Members by Directors of the Corporation via approved resolution.

Two Directors, namely the Chair, or designate, and Chief Administrative Officer/Secretary-Treasurer of the Niagara Peninsula Conservation Authority (NPCA) shall each be appointed by Members of the NPCA as Directors of the Corporation, ex officio and shall remain so throughout their term.

Each Member shall be promptly informed by the Secretary of their admission as a Member.

The interest of a Member of the Corporation shall not be transferable.

2.02 ANNUAL AND OTHER MEETINGS OF THE MEMBERS

The Annual or any other General Meeting of the Members shall be held at the head office of the Corporation or elsewhere in the watershed jurisdiction in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

2.03 TERM OF APPOINTMENT

Members, other than those appointed by the by the NPCA, shall be Members for four (4) years but may be re-admitted as Members for a further four (4) years.

2.04 RESIGNATION

Members may resign by notice in writing to the Secretary or Secretary-Treasurer of the Corporation which shall be effective upon acceptance thereof by the Board of Directors.

In case of resignation, a Member shall remain liable for payment of any donation, assessment or other sum levied or which became payable by them to the Corporation prior to acceptance of their resignation.

2.05 VOTE

Each Member in good standing shall be entitled to one vote on each question arising at any Annual, Special or Regular meeting of the Members.

2.06 DUES

There shall be no dues or fees payable by Members except such, if any shall from time to time be fixed by unanimous vote by the Board of Directors, which vote shall become effective only when confirmed by a vote of the Members at an Annual or other General Meeting.

The Secretary shall notify the Members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice the Members in default shall thereupon cease to be members of the Corporation, but any such Members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

2.07 CONFLICT OF INTEREST

Subject to the provisions of the Act, every Director of the Corporation who is in any way directly or indirectly interested, whether on their behalf or while acting for, by, with or through another:

- a. in a contract that is made or is proposed to be made by the Corporation;
- b. in a contract or proposed contract that is reasonable likely to be affected by a decision of the Corporation; or
- c. in any other matter in which the Corporation is concerned;

shall disclose their interest and shall not take part in the consideration or discussion of, or vote on any question with respect to the contract, proposed contract or any other matter or attempt in any way to influence the voting on any question.

The declaration of interest shall be made as soon as practicable after the commencement of the meeting at which the contract, proposed contract or other matter is first taken into consideration or, if the Director is not at the date of that meeting interested therein, of the next meeting of the Directors held after they become so interested. The Foundation has approved a separate policy on Conflict of Interest.

SECTION 3 - DIRECTORS

3.01 ELECTION AND TERM

The Board will elect the Directors at each Annual Meeting. The Directors shall be elected to hold office for a term of four (4) years expiring not later than the close of the Annual Meeting following their term and may be re-admitted as Members for a further four-year term.

3.02 BOARD COMPOSITION

The property and business of the Corporation shall be managed by a Board of Directors, comprised of a minimum of five (5) Directors and a maximum of twelve (12) Directors. The term Director and Board of Directors may be used interchangeably throughout this document.

- a. The applicants for incorporation shall become the first Directors of the corporation whose term of office on the Board of Directors shall continue until their successors are elected. At the second (2nd) meeting of Members, the Board of Directors then elected may replace the Directors named in the Letters Patent of the corporation.
- b. The Chair, or designate and Chief Administrative Officer/Secretary-Treasurer of the Niagara Peninsula Conservation Authority shall be appointed by the members of the NPCA to be Directors of the NPCF Board. The CAO/ST of the NPCA shall remain so throughout their term and the Chair or designate of the NPCA shall be appointed by their Board annually to the NPCF.
- c. Ten Directors shall be elected at large to hold office for up to a four-year term with edibility for renewal.
- d. A Director may resign their office at any time in writing with a clear date of their intent. A Director reserves the right to provide the reason for his resignation.
- e. A Director may be removed only in accordance with Section 8 of the By-Law.
- f. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that

a Director may be paid reasonable expenses incurred by them in the performance of their duties.

- g. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted.

3.03 POWERS

The Directors of the Corporation:

- a. may administer the affairs of the Corporation in all things and make, or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- b. shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.
- c. shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- d. may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

3.04 VOTING

Questions arising at any meeting of Directors shall be decided by a majority of votes (50% plus 1). A tie vote shall be considered a lost vote. All votes at a meeting shall be taken by hand. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie

proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolutions.

Any member of the Board may request a recorded vote which shall be taken by the Secretary of the Board.

3.05 VACANCIES

Vacancies on the Board of Directors, other than a vacancy in the office of a Director, ex-officio, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so. Otherwise, such vacancy shall be filled at the next Annual Meeting of the Members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy. If the number of Directors is increased between the terms of vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner provided above.

The office of a Director of the Corporation shall be vacated if:

- a. a Member becomes bankrupt or a receiving order is made against them or they make an assignment under *The Bankruptcy Act* (Canada).
- b. an order is made declaring a Member mentally incompetent or incapable of managing their own affairs.
- c. if a Member is convicted of any criminal offence.
- d. if by notice in writing to the Secretary or Secretary-Treasurer of the Corporation that the Member resigns their office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
- e. if they cease to be a Member.

3.06 INDEMNITIES TO DIRECTORS

Subject to the provisions of the Act, every Director of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to

time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a. all costs, charges and expenses which such Director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;
- b. all other costs charges and expenses which a Member sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

3.07 PROTECTION OF DIRECTORS AND OFFICERS

No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults or and other Director, Officer, Agent or Servant or for joining in any receipt or act for conformity or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm, or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation for any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and willful act or through their own wrongful and willful neglect or default.

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act, transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or Officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as Director or Officer or shall be a member of a firm or a shareholder, director, or officer of a company which is employed by or perform services for the Corporation, the fact of their being a Director or Officer of the Corporation shall

not disentitle such Director or Officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

SECTION 4 - OFFICERS

4.01 OFFICERS

The officers of the Corporation shall be a Chair, Vice Chair, Secretary and Treasurer and any such other Officers as the Board of Directors may by By-Law determine. The offices of Secretary and Treasurer may be held by the same person and entitled Secretary-Treasurer. The Officers shall form the Executive Committee. Other Officers of the Corporation such as Assistant Secretary and Assistant Treasurer need not be members of the Board. The terms of such Officers shall be settled from time to time by the Board. The Executive Director of the Corporation shall be appointed by the Board of Directors to the office of Assistant Secretary and shall hold such office until the end of their term in said position. In the absence of an Executive Director, the Board may appoint a Managing Director from among the Board of Directors.

Officers shall be elected by the Board of Directors from among its number at the Annual Meeting after confirmation of the Members by the Board.

4.02 ELECTION OF OFFICERS

The Officers shall be elected at an Annual Meeting of Directors.

The Officers of the Corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead or there is just cause to ask for resignation.

4.03 DUTIES OF OFFICERS

Chair

The Chair shall:

- a. preside at all meetings of the Members of the Corporation and of the Board of Directors;
- b. oversee the other Officers in the execution of their duties;

- c. oversee the general and active management of the affairs of the corporation;
- d. along with the Secretary, Treasurer, or other Officers appointed by the Board, sign all by-laws, certificates and legal documents of the Corporation;
- e. ensure that all by-laws, orders and resolutions of the Board of Directors are carried into effect;
- f. serve as ex-officio, non-voting member on all standing committees, if approved.

Vice Chair

The Vice-Chair shall:

- a. in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair;
- b. perform such other duties as shall from time to time be requested by the Board of Directors.

Treasurer

The Treasurer or approved designate shall:

- a. have the custody of the funds and securities of the Corporation;
- b. keep full an accurate account of all assets, liabilities, receipts and disbursements of the Corporation in the proper books of accounts belonging to the Corporation;
- c. deposit all monies or other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company as approved by the Board;
- d. disburse the funds of the Corporation as directed by the Board of Directors and proper authorities, taking proper vouchers for such disbursements;

- e. render to the Chair and Directors at the regular meetings of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation;
- f. maintain communication with other Officers within the Corporation, whose office requires them to be accountable to the Treasurer regarding all financial transactions;
- g. perform such other duties as may from time to time be directed by the Board of Directors.

Secretary

The Secretary shall carry out the affairs of the Corporation generally under the supervision of the Officers. The Secretary or approved designate shall:

- a. forward notices of meetings to all Members and the Board of Directors ten (10) days prior to any meeting;
- b. attend all official meetings of the Board of Directors;
- c. record all the facts and minutes of all proceedings in the books kept for that purpose;
- d. disperse the minutes of all meetings to the Board of Directors within thirty (30) days of said meeting;
- e. conduct the correspondence of the Corporation;
- f. keep the register of all Members and record all activities of the Corporation;
- g. keep the seal of the Corporation and all books, papers, records correspondence, contracts and other documents belonging to the Corporation and shall deliver when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.
- h. have custody of all records and documents of the Corporation except those required to be kept by the Treasurer;

- i. work with the Treasurer to ensure the submission of filing requirements in a timely manner;
- j. perform such other duties as may be prescribed by the Board of Directors or Chair, under whose supervision the Secretary shall be.

4.04 DUTIES OF OTHER OFFICERS

Managing Director

In the absence of an Executive Director or NPCF staff, the Board may appoint a Managing Director who shall report to the Board and oversee the following duties:

- a. develop the Strategic Plan and work plan for approval by the Board;
- b. prepare By-Laws, Policies and updates for the Board's approval;
- c. monitor activities against the budget with the Assistant Treasurer;
- d. liaise with NPCA staff through the Authority's Chief Administrative Officer/Secretary-Treasurer regarding Foundation projects;
- e. liaise with the NPCA Administrative Assistant assigned to assist with NPCF work regarding administrative functions;
- f. oversee daily activities of the Corporation.

SECTION 5 - COMMITTEES

The Board of Directors may appoint Committees from among themselves, which in the opinion of the Directors may be required and are related to the objects and purposes of the Corporation, and will determine the duties of such Committees. Committees will have Terms of Reference which are approved by the Board of Directors. The Chair is entitled with the authority of ex-officio of all Committees.

5.01 POWERS OF COMMITTEES

Subject to the provisions of the Act, the Board of Directors may by resolution delegate to a Committee any powers vested in or exercisable by the Board of Directors in relation to the Committee's purposes, save and except only such acts as must by law be performed by the Directors themselves, and may revoke such delegation. The following provisions and restrictions shall apply to each Committee:

- a. any member of a Committee may be removed or replaced at any time by the Board of Directors,
- b. subject to the Act, the Board of Directors may from time to time by resolution, modify, dissolve or reconstitute any Committee or create new Committees and may make such regulations with respect to, and impose such restrictions upon, the exercise of any powers hereby delegated;
- c. each Committee shall report directly to the Board of Directors.

5.02 MEETINGS OF COMMITTEES

Each Committee shall choose one of its own members to be Chair. The Committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit, however Committees are guided by Roberts Rules of Order Newly Revised (RONR), 2011, 11th Edition. Further, the majority of the Members of each Committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a Committee shall be decided by a majority of votes (50% plus 1) and in case of an equality of votes, the Chair shall not have a second or casting vote.

5.03 EXECUTIVE COMMITTEE

The Executive Committee will include the Chair, Vice Chair, Treasurer and Secretary or Secretary-Treasurer. The members of the Executive Committee shall be elected/appointed at the Annual Meeting. The term of office for the Executive Committee shall be one year.

The Executive Committee will:

- a. meet at the request of the Chair between regular board meetings to review operational matters;

- b. meet to review emergency matters and provide direction;
- c. present to the Board of Directors, around November of each year, a projected budget for the following year.
- d. present to the Board of Directors a final budget at the first meeting of the year for the Boards' approval;
- e. review the Annual Financial Statement for referral to the Board of Directors for approval;
- f. present a statement of donor contributions to the board annually;
- g. prepare quarterly Budget Status Report for the Board of Directors.

5.04 OTHER COMMITTEES

Other than the Executive Committee additional Committees may be formed by resolution of the Board of Directors, such as:

- Finance/Audit Committee
- Governance Committee
- Fundraising/Events Committee.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 CALLING OF MEETINGS

Meetings of the Board may be called by the Chair of the Board. Any two members may request the Chair to call a meeting.

6.02 NOTICE OF MEETINGS

A schedule of meetings will be considered at the Annual Meeting and approved by the Board of Directors. The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named and a copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each Director.

Directors' Meetings are formally called by the Chair, or Vice Chair in their absence, or by the Secretary on direction of the Chair or Vice Chair. The statutory declaration of the Chair or Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director not less than 10 consecutive days before the time when the meeting is to be held.

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) shall be sufficiently given:

- a. if delivered personally or to the person's address as shown in the records;
- b. if mailed to such a person at the person's recorded address by prepaid ordinary or air mail;
- c. if sent to such a person by electronic or other communication facility at such a person's recorded address.

The Secretary may change or cause to be changed the recorded address of any Director, Officer, public accountant with any information believed by the Secretary to be reliable.

Notices of meetings will name the time and place for holding the meeting. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or otherwise have signified their consent of the holding of such a meeting.

The Board may appoint a day or days in any month for regular meetings at an hour to be named. Meeting notices shall outline the date, time, location and general nature of the matters to be considered.

Teleconferencing and videoconferencing meetings and voting are a valid means of conducting business, as approved by this By-Law, and shall have both agendas and minutes which will be posted on the Foundation website.

6.03 ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of an Annual or General or Special meeting or any adjourned meeting of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director, or Officer for any meeting or otherwise, the address or any Member, Director or Officer shall be their last recorded mailing address and email address on the books of the Corporation.

Any notice (which term includes any communication or document) to be given, sent, delivered, or served pursuant to the Act, the Letters Patent, the By-Laws or otherwise to the Member, Director, Officer or Auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to their recorded address or if mailed to their recorded address by prepaid mail or if sent to them at their recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as foreshaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public/letter box; and a notice sent by any means transmitted or recorded communications shall be deemed to have been given when delivered to the communication agency/company or to the Directors' recorded email address.

6.04 NUMBER OF MEETINGS

There shall be a minimum of two (2) meetings per year of the Board of Directors one of which shall be the Annual Meeting. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

6.04 VOTES AND QUORUM

Each Director is authorized to exercise one (1) vote.

A quorum for the transaction of business at any meeting of the Members shall consist of fifty percent plus 1 (50% plus 1) of the Directors of the Foundation. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or

any of the authorities, powers and discretions by or under the By-Laws of the corporation.

At all meetings of the Board, every question shall be decided by a majority of the votes (50% plus 1) cast on the question from the Members present who constitute a quorum. In case of an equality of votes, the tie vote will be considered to be a lost vote.

6.05 ADJOURNMENT

Any meeting of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

6.06 ANNUAL MEETING

NPCF shall hold an Annual Meeting (AM) generally in the first quarter of each year. An AM must be held within 15 months of the last Annual Meeting and requires 10 days' notice. The AM shall be preceded by an Orientation Session for Members, if required. The agenda for the AM shall include:

- a. **Call to order**
- b. **Roll call and declaration of quorum**
- c. **Opening Remarks – Chair**
- d. **Approval of the agenda**
- e. **Approval of the minutes of the last Annual Meeting**
- f. **Presentation of the Annual and Chair's Report from the previous year**
- g. **Presentation of the Annual Financial Report/ Auditor's Report, if available, for the previous year**
- h. **Presentation of Committee Reports from the previous year**
- i. **Appointment of the Board of Directors for the upcoming year**
- j. **Appointment of the Auditor and Banker for the upcoming year**
- k. **Election of Officers for the upcoming year**
- l. **Appointment of Committees for the upcoming year**
- m. **Schedule of Regular Meetings for the upcoming year**
- n. **Adjourn.**

6.07 RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations consistent with these By-Laws, Letter's Patent and any Agency Agreements in effect, relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such Annual Meeting of Members, shall at and from that time cease to have any force and effect.

6.08 POSTING OF AGENDAS AND MINUTES

Foundation Agendas and Minutes of the Annual Meeting, Special Meetings and Regular Meetings will be posted on the NPCF website.

SECTION 7 – BOOKS, RECORDS, CHEQUES, DEPOSITS, BORROWING, FILING AND ANNUAL RETURNS

7.01 BOOKS AND RECORDS

The Board of Directors shall see that all necessary books and records of the Corporation required by the By-Laws, or by any applicable statute or law, are regularly and properly kept.

A Filing Index shall be developed and both hard and electronic copies will be kept by the Secretary and the Treasurer in accordance with charitable and legislative requirements, including but not limited to: financial/accounting records, agendas/minutes/resolutions for and at meetings, Directors'/Officers'/Members Register, donation receipts, incorporating documents, Annual Information Returns, contracts, Annual Reports.

7.02 REPORTING REQUIREMENTS

The Corporation will fulfill all annual reporting/filing required by under both The Ontario Corporations Canada (Not for Profit Corporations Act) and the Canada Not for Profit Corporations Act.

7.03 AUDITORS

The Members at each Annual Meeting shall consider appointing and auditor to audit the accounts of the Corporation for report to the Board of Directors and appropriate filing. If appointed, the auditor will hold office until the next annual meeting. The remuneration of the auditor shall be fixed by the Board of Directors.

7.04 CHEQUES AND DEPOSITS OF SECURITIES

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer, Officers, agent or agents for the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, and any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose.

Any one of such Officers or Agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank forms or settlement of balances or verification slips.

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon written order of the Corporation signed by such Officer or Officers, Agent or Agents of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors and shall in no event be liable of the due application of the securities so withdrawn from deposit or proceeds thereof.

7.05 BORROWING

The Board of Directors may from time to time:

- a. borrow money on the credit of the Corporation;

- b. issue, sell or pledge securities of the Corporation; or
- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts rights, powers, franchises and undertakings to secure any securities or any money borrowed, other debt or any other obligation or liability of the Corporation.

From time to time, the Directors may authorize any Director, Officer, or Employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

SECTION 8 - DISPUTE RESOLUTION

It is understood that a Director may have a grievance toward another Member for any of, but not limited to the following reasons:

- a. Violating any provision of the Letters Patent, By-laws, or written policies of the Corporation;
- b. Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion.

The Board of Directors, as determined by the Chair, shall, following due diligence, have the right to expel from the organization any member(s) or associate member(s) guilty of conduct which shall in the opinion of the Board of Directors render them unfit to be a Member. The intention of the Board of Directors to expel such a Member shall be notified to the said Member in writing and they shall be asked to submit an explanation in writing or show cause why they should not be expelled within ten business days (10) from the day the notice is served.

The Board of Directors shall have the final decision in the matter after considering the written explanation of the said Member.

SECTION 9 – AMENDMENTS AND EFFECTIVE DATE

9.01 AMENDMENT OF BY-LAWS

The By-Laws of the corporation not embodied in the Letters Patent may be repealed or amended by By-Law, or a new By-Law relating to the requirements of the Ontario Corporations Act (Ontario Not for Profit Corporations Act) and Federal Not-For-Profit Corporations Act, may be enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said By-Law.

9.02 EFFECTIVE DATE AND REVOCATION OF PREVIOUS BY-LAWS

Subject to matters requiring a special resolution of the Members, this By-Law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 8, as amended, of the Corporation, originally approved by the Board of Directors of the Corporation on the 7th day of May, 2020 by Resolution No. FND-BOD-12-2020, and amended by the Board of Directors on the 11th day of June, 2020 by Resolution No. FND-BOD-24-20.

Previous By-Laws No 1, 2, 3, 4, 5, 6 (as amended), 7 and 8 (dated May 7, 2020) are hereby revoked.

Original Signed by

Tom Insinna
NPCF Chair
Date: June 11, 2020

Original Signed by

D. Gayle Wood
Secretary-Treasurer
Date: June 11, 2020

Corporate Seal
Niagara Peninsula Conservation Foundation

Appendix 1 - Code of Conduct

The Niagara Peninsula Conservation Foundation has approved adhering to the Niagara Peninsula Conservation Authority's Code of Conduct, as follows:

1. Background

The Niagara Peninsula Conservation Foundation demands a high level of integrity and ethical conduct from its Board of Directors. As such, a written Code of Conduct helps to ensure that all Directors share a common basis for generally acceptable conduct. Such formalized standards provide a reference guide to supplement legislative parameters within which Directors must operate and enhance public confidence that Directors will operate from a base of integrity, honesty, justice and courtesy. The Code of Conduct is a general standard. It augments the laws which govern the behaviour of Directors, and it is not intended to replace personal ethics. The Code of Conduct will also assist Directors in dealing with confronting situations not adequately addressed or that may be ambiguous in Authority resolutions, regulations or policies and procedures

2. General

2.1 All Directors, whether municipal councilors, Authority appointees or appointed citizens are expected to conduct themselves in a manner that reflects positively on the Authority.

2.2 All Directors shall serve in a conscientious and diligent manner. No Director shall use the influence of office for any purpose other than for the exercise of his/her official duties.

2.3 All Directors and members of Committees will adhere to this Code of Conduct and:

- a) Uphold the mandate, vision and mission of the Foundation;
- b) Respect confidentiality;
- c) Approach all issues with an open mind, with consideration for the organization as a whole;
- d) Exercise the powers of a Director when acting in a meeting;
- e) Respect the democratic process and respect decisions of the Board of Directors;
- f) Declare any direct pecuniary interest, conflict of interest or indirect/apparent interest when one exists or may exist in the near future; and

g) Conduct oneself in a respectful, courteous and professional manner and refrain from disparaging the Authority or impugning motives against any Director or any Authority staff.

3. Gifts and Benefits

Directors shall not accept any fees, gifts, hospitality, social gifts or personal benefits that are connected directly or indirectly with the performance of duties, except compensation authorized by law.

4. Conflict of Interest Guidelines

All Directors commit themselves and the Foundation to ethical, businesslike and lawful conduct when acting as an individual Director or as the Board of Directors. Directors will consider the Municipal Conflict of Interest Act as a guideline. These policies are intended to assist Directors in understanding their responsibilities and obligations.

4.1 Annual Review

4.1.1 The Foundation shall complete an annual review of the Code of Conduct.

4.2 Disclosure of Pecuniary Interest

Where a Director, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting of the Foundation or any Advisory Board or Committee at which the matter is the subject of consideration, the Director:

- a) shall prior to any consideration of the matter at the meeting, disclose the pecuniary interest and the general nature thereof;
- b) shall not take part in the discussion of, or vote on any question in respect of the matter;
- c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question; and,
- d) shall provide a written declaration of the interest or conflict of interest to the Secretary-Treasurer. For an indirect pecuniary interest – see Section 2 of the Municipal Conflict of Interest Act; and for a direct or deemed pecuniary interest – see Section 3 of the Municipal Conflict of Interest Act as a guideline.

4.2.1 Chair's Conflict of Interest or Pecuniary Interest

Where the Chair of a meeting discloses a conflict of interest with respect to a matter under consideration at a meeting, another the Vice Chair or another Director shall be appointed to chair that portion of the meeting by Resolution.

4.3 Closed Meetings

1) Where a meeting is not open to the public, a Director who has declared a conflict of interest shall leave the meeting for the part of the meeting during which the matter is under consideration.

2) If the declaration occurred in Closed Session, the Director shall declare the interest or conflict in open session.

4.4 Director Absent

Where the interest of a Director has not been disclosed by reason of their absence from a meeting, the Director shall disclose their interest and otherwise comply at the first meeting of the Authority, Executive Committee, Advisory Board or Committee subsequent to the missed meeting.

4.5 Disclosure Registry

1) Where a Director, has disclosed an interest at a meeting, the Director shall file a written statement with the Secretary-Treasurer.

2) Where a Director, has disclosed an interest and filed a written statement with the Secretary-Treasurer, the S-T shall:

- (a) file the written statement by the Director in the Conflict of Interest Registry;
- (b) record the interest in the minutes of the meeting;
- (c) file a record of the interest recorded in the minutes of the meeting in the Conflict of Interest Registry; and
- (d) make the Conflict of Interest Registry available for public inspection.

4.6 Breach of Conflict of Interest Policy

1) Should a Director breach the Conflict of Interest Policy, they shall advise the Chair and Vice-Chair, with a copy to the Secretary Treasurer, as soon as possible after the breach.

2) Should a Director allege that another Director has breached the Conflict of Interest Policy, the said breach shall be communicated to the Chair, with a copy to the Secretary

Treasurer, in writing. In the absence of the Chair, or if a Director alleges that the Chair has breached the Conflict of Interest Policy, the said breach shall be communicated the Vice Chair, with a copy to the Secretary-Treasurer, in writing.

3) Should a member of the public or a municipality allege that a Director has breached the Conflict of Interest Policy, the party making the allegation will be directed to follow the notification procedure outlined above.

4) Any breach, or alleged breach, of the Conflict of Interest Policy shall be investigated in by the Board of Directors of the Foundation.

5. Confidentiality

5.1 The Directors shall be governed at all times by the provisions of the Municipal Freedom and Information and Protection of Privacy Act.

5.2 All information, documentation, correspondence, whether hard copy, digital or verbal including deliberations received, reviewed, and notes taken in a closed meeting are strictly confidential.

5.3 Directors shall not disclose or release by any means to any member of the public, either in verbal or written form, any confidential information acquired by virtue of their office, except when required by law to do so.

5.4 Directors shall not permit any persons, other than those who are entitled thereto, to have access to information which is confidential.

5.5 In the instance where a Director vacates their position on the Board of Directors they will continue to be bound by MFIPPA requirements.

5.6 Particular care should be exercised in ensuring the protection of privacy of directors, employees and third-party vendors or customers for the following:

- a) Human Resources matters;
- b) Information about suppliers provided for evaluation that might be useful to other suppliers;
- c) Matters relating to the legal affairs of the Foundation;

- d) Information provided in confidence from an Aboriginal community, or a record that if released could reasonably be expected to prejudice the conduct of relations between an Aboriginal community and the Foundation;
- e) Sources of complaints where the identity of the complainant is given in confidence;
- f) Items under negotiation;
- g) Schedules of prices in tenders or requests for proposals;
- h) Appraised or estimated values with respect to the Foundation's proposed property acquisitions or dispositions;
- i) Information deemed to be "personal information" under MFIPPA including contact information such as email addresses, phone numbers, addresses etc. The list above is provided for example and is not exhaustive.

6. Use of Foundation Property

6.1 No Director shall use for personal purposes any Foundation property, equipment, supplies, or services of consequence other than for purposes connected with the discharge of Foundation duties or associated activities of which the Foundation has been advised.

7. Work of Political Nature

7.1 No Director shall use Foundation facilities, services or property for his/her election or reelection campaign. No Director shall use the services of Foundation employees for his/her election or re-election campaign during hours in which the employees are in the paid employment of the Foundation.

8. Conduct at Authority Meetings

8.1 During meetings, Directors shall conduct themselves with civility, respect and the decorum becoming of the office. Respect for delegations and for fellow Directors requires that all Directors show courtesy and not distract from the business of the Authority during presentations and when others have the floor.

8.2 No Director at any meeting shall:

- a) Speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, citizenship, creed, gender, sexual orientation, age, colour, marital status, family status or disability;
- b) Leave their seat or make any noise or disturbance while a vote is being taken or until the result is declared;

- c) Interrupt a member while speaking, except to raise a point of order or a question of privilege;
- d) Speak disrespectfully, disparagingly or impugn motives against Directors, staff, or any member of the public;
- e) Speak beyond the question(s) under debate;
- f) Resist the rules or disobey the decision of the Board Chair on the questions or order or practices or upon the interpretation of the rules of the Foundation.

9. Influence on Staff

Directors shall be respectful of the fact that staff work for the Foundation as a whole and are charged with making recommendations that reflect their professional expertise, corporate perspective and advice without any undue influence.

10. Business Relations

10.1 No Director shall borrow money from any person(s) or company which does business with the Foundation unless such person(s) or company is a financial institution and is regularly in the business of lending money.

10.2 No Director shall act as a paid agent before the Foundation, the Executive Committee or an Advisory Board or Committee of the Foundation.

11. Encouragement of Respect for the Foundation Policies and Government Regulations

11.1 Directors shall represent the Foundation in a respectful manner and encourage public respect for the Foundation, its Policies and government laws and regulations pertaining to Not-For Profit Charities.

12. Harassment

12.1 The Foundation has a responsibility to maintain a work environment free of violence and harassment, consistent with the Ontario Occupation Health & Safety Act, and consistent with Authority's "Workplace Violence & Harassment Prevention Policy".

12.2 All persons are to be treated fairly in the workplace in an environment free of discrimination and of personal and sexual harassment. Harassment of another Director, staff or any member of the public is misconduct.

12.3 Examples of harassment that will not be tolerated by the Foundation include, but are not limited to: verbal or physical abuse, threats, derogatory remarks, jokes, innuendo or taunts related to an individual's race, religious beliefs, colour, gender, physical or mental disabilities, age, ancestry, place of origin, marital status, source of income, family status or sexual orientation, whether in person, electronic or media.

12.4 The Foundation will not tolerate the display of pornographic, racist or offensive signs or images; practical jokes that result in awkwardness or embarrassment; unwelcome invitations or requests, whether indirect or explicit and any other prohibited grounds under the provisions of the Ontario Human Rights Code.

13. Breach of Conduct

13.1 Should a Director breach the Code of Conduct, they are responsible to advise the Chair and Vice-Chair, as soon as possible. The Chair will inform the Board of the breach and schedule an in-camera session.

13.2 Should a Director allege that another Director has breached the Code of Conduct, the said breach will be communicated to the Chair or in his/her absence, the Vice-Chair. The Chair will present the issue to the Directors at an in-camera session.

13.3 The Director alleged to have breached the Code of Conduct will be given the opportunity to speak to the issue. The Director may be asked to leave the meeting so that the Board can deliberate the issue.

13.4 Should it be concluded, by a two-thirds majority vote, that a Director has breached the Code of Conduct, a decision will be made by the Board as to whether the Director should require disciplinary action or be requested to retire from the Board.

14. Interpretation

14.1 Directors of the Foundation seeking clarification of any part of this should consult with the Board Chair, Vice Chair or the full Board.

15. Complaint Process

15.1 Any complaint regarding Director conduct shall be referred to the full board to be placed on the agenda for the next Foundation Meeting, by the Secretary-Treasurer, as a Closed Session matter.



— NIAGARA PENINSULA —
CONSERVATION FOUNDATION

STRATEGIC PLAN

2020-2022

A Strong Commitment to Conservation

Amended May 7, 2020

Ontario Corporation No. 0222428

Charitable Registration No. 11905 7511 RR0001

Business No. 107773624 RR0001

BACKGROUND

The Niagara Peninsula Conservation Foundation was incorporated as a charitable organization in the Province of Ontario on May 5, 1969 through Letters Patent. The purpose of the Foundation is:

“to aid the Niagara Peninsula Conservation Authority in the cultivation and advancement of conservation in the Province of Ontario by serving as permanent custodian of the endowment funds of the Niagara Peninsula Conservation Authority.”

Specific objects noted in the Letters Patent include:

- To accept/receive gifts and donations
- To purchase/hold real or personal property
- To invest monies
- To purchase pioneer articles
- To undertake educational work in all phases of conservation
- To employ/pay staff.

Over the years, the Foundation has had varying degrees of success.

In the spring of 2016, the Board of Directors of the Niagara Peninsula Conservation Foundation (NPCF) issued a request for proposals for a consultant to work with the Board and staff on the development of a new Strategic Plan.

During the summer of 2016, the Foundation:

- Undertook an Environmental Scan reviewing political, demographic, economic, regulatory environment, philanthropic and donor trends, and other organizations providing similar services that may be competing and/or complimenting the work of the Foundation.
- Identified the strengths, opportunities and aspirations of the Foundation, developed in partnership with the Board and staff of the Foundation in partnership with the Conservation Authority.
- Reported on the results of the interviews with key stakeholders, the names of whom will be provided by the Foundation, along with a letter of introduction and contact information.

SCOPE OF THE ENVIRONMENTAL SCAN -2016

Activities undertaken included:

- *Regulatory environmental scan*
 - reviewed proposed changes to the Ontario Non-Profit Corporations Act
 - reviewed proposed changes to the Conservation Authorities Act.

- *Philanthropic and donor trends*
 - Reviewed report entitled “Environmental Charities in Canada”
 - Reviewed annual and/or donor reports from other conservation foundation
 - Conducted interviews with individuals supporting past environmental projects
 - Reviewed Statistics Canada reports published in 2011 and 2015 on trends of donations.

- *Demographic trends*
 - Reviewed Statistics Canada reports published in 2011/2015 on donor demographics
 - Compared national donation data in report to Niagara’s donation history
 - Reviewed Niagara environmental charities 2014 donation data.

- *Conservation foundation trends*
 - Conducted with 6 foundations affiliated with other Ontario conservation authorities
 - Met with NPCF Executive Director to discuss his observations about activities undertaken by organizations similar to NPCF.

- *Governance trends*
 - Reviewed Imagine Canada’s Governance Standards
 - Reviewed NPCA Strategic Plan
 - Reviewed existing governance structure of the NPCF.

Based on the information gathered through the environmental scan and the meetings with the Foundation staff, board and the conservation authority senior management team, a vision, mission, values and strategic priorities were developed which the 2019 Board of Directors believes is relevant in 2020.

In late 2019, a re-vitalized Foundation Board commenced a Strategic Plan update. The updated Strategic Plan – 2020 – 2022 re-commits to the Foundation’s established Vision, Mission and Values while revising strategic priorities and actions for the next two years.

Vision

A leader in providing resources to support conservation work throughout the Niagara Peninsula watershed.

Mission

It is our mission to raise funds toward environmental endeavors that include increasing green space, improving water quality, habitat restoration, environmental research and education and conservation programs and projects, including museum projects.

Values

We are trustworthy and transparent by engaging in practices with our donors and partners that are accessible, accountable, fair, professional and timely and that are built on a foundation of respect, integrity and honesty.

We are responsible stewards through our communication to and relationships with our donors, and through our stewardship of the financial support directed to environmental initiatives.

We enable, engage and collaborate by funding environmental initiatives and bringing community organizations together to consult and form partnerships based on the respective strengths of each organization to focus on key environmental initiatives.

We have sound governance and management by adopting best practices and policies to ensure that full fiduciary and management responsibilities are achieved.

Strategic Priorities

1 Update and approve the NPCF Strategic Plan – 2020 - 2022

1.1 Update the Foundation's Strategic Plan.

2 Strengthen organizational governance

2.1 Update the Foundation's Bylaws

2.2 Update Foundation policies and practices to conform with Imagine Canada Standards

2.3 Develop an updated agreement (MOU) outlining relationship between the Foundation and the NPCA

2.4 Recruit and orient new board of directors reflective of the strategic priorities and geographic area served

2.5 Complete 2019 financial review and audit

2.6 Engage charitable lawyer for review on Letters and Supplementary Letters Patent

3 Become Niagara's environmental charity of choice providing financial support for collaborative initiatives undertaken by the NPCA and like-minded community organizations

3.1 Establish a brand identity that accurately reflects the mission of the Foundation through a re-branded logo

3.2 Develop and implement a multi-channel communication strategy that aligns with vision, mission, history, strategic priorities, and environmental initiatives supported

3.3 Develop and implement a strong donor engagement and stewardship program

3.4 Identify environmental initiatives to support, in consultation with NPCA staff; and develop/implement a fundraising strategy.

4 Build strong community partnerships

4.1 Develop and implement a community partner's environmental engagement strategy in consultation with NPCA, such as 2020 Summer Canada Games, Niagara Parks Commission, Comfort Maple Pens partnership project.

5 Continue with ongoing Programs

5.1 Continue with the endowment and scholarship programs

5.2 Wind down the Nevada program in 2020

6 Development a Fundraising Strategy

6.1 Develop a funding strategy to hire part time Foundation staff

6.2 Develop a Fundraising Strategy for 2020 – 2022

NIAGARA PENINSULA CONSERVATION FOUNDATION STRATEGIC PLAN

Strategic Priorities and Strategic Actions

Strategic Priorities	Strategic Actions	Timeline/Responsibility
1 Update the Foundation's Strategic Plan – 2020 -2020	<ul style="list-style-type: none"> • Approve Strategic Plan • Implement Plan commencing 2020 	Board of Directors' approval – December 2019
2 Strengthen organizational governance	<ul style="list-style-type: none"> • Update Foundation Bylaws • Update polices/practices • NPCA/CF MOU • Recruit New Board Members 	S-T/Board of Directors – Q2 2020 S-T/Board of Directors – Q4 2020 NPCA CAO/S-T/Board of Directors – Q2 – 2020 Board of Directors – Q1 to Q4 2020
3 Become Niagara's environmental charity of choice	<ul style="list-style-type: none"> • New Brand Identify • Communications Strategy • Donor Engagement Program • Presentation NPCA Board 	BOD – Q4 2020 NPCA staff/BOD – Q3 2020 Communications Staff/BOD – Q3 2020 – 2022 Tom Insinna/Rob Foster/Gayle Wood – Q2 2020
4 Build strong community partnerships	<ul style="list-style-type: none"> • Community Partners Engagement 	Board of Directors – Q1-4 2020 - 2022
5 Continue with ongoing Programs	<ul style="list-style-type: none"> • Wind Down Nevada Program • Endowment/Scholarship Programs 	NPCA Staff Q2 2020 BOD 2020 - 2022
6 Develop a Fundraising Strategy	<ul style="list-style-type: none"> • Develop Strategy 	2020 to 2022