



— NIAGARA PENINSULA —
CONSERVATION FOUNDATION

**BOARD OF DIRECTORS
MEETING – FND – BOD-02-20**

Thursday May 7, 2020

1:30 – 3:30 p.m.

Video Meeting

**In accordance with Ontario Regulation 107/20
made under**

The Emergency Management and Civil Protection Act (Details to follow)

MINUTES

CALL TO ORDER

Chair Insinna thanked the Board and staff for joining the second meeting of the Niagara Peninsula Conservation Foundation's Board of Directors for 2020. The Chair called the meeting to order at 1:35 p.m. with an Indigenous acknowledgement.

The Niagara Peninsula Watershed is located on the traditional territory of indigenous peoples dating back countless 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 introduced the Board members and NPCA Staff Members present at the meeting:

Board of Directors:

Robert Foster, Vice Chair

Tom Insinna, Chair

Chandra Sharma

Gayle Wood, Secretary-Treasurer

NPCA Staff

Lise Gagnon, NPCA Director, Corporate Services and NPCA Assistant Treasurer

Renee Bisson, NPCA Manager, Communications and Public Relations

Geoff Verkade, NPCA Senior Manager, Integrated Watershed Planning/Information Management

Gina Shaule, NPCA Administrative Assistant

The Chair advised that Member DiFruscio was recuperating from an illness that that the Foundation and the Authority had sent him a get-well gift.

The Chair advised that this is the Foundation's first virtual meeting, authorized by Ontario Regulation 107/20 under The Emergency Management and Civil Protection Act and he outlined the procedures for the meeting.

The Chair thanked NPCA staff Lise Gagnon, Renee Bisson, Geoff Verkade, Robert Petruzzo and Gina Shaule for their assistance in preparing for this meeting.

1.ADOPTION OF AGENDA

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

Member Sharma requested an addition to item 8 of the agenda under New Business – a report on the NPCA's Public Advisory Committee.

Moved by: R. Foster
Seconded by: C. Sharma

Resolution: FND-BOD-08-20

That the Agenda for the NPCF Board of Directors' Meeting held May 7, 2020 be approved as amended to include an update on the NPCA's Public Advisory Committee.

CARRIED

2. DECLARATION OF CONFLICTS OF INTEREST

There were no declarations of interest.

3. APPROVAL OF FOUNDATION MINUTES

- 3.1 Minutes of the NPCF Board of Directors dated February 10, 2020

Moved by: R. Foster
Seconded by: G. Wood

Resolution: FND-BOD-09-20

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

CARRIED

**Moved by: C. Sharma
Seconded by: G. Wood**

Resolution: FND-BOD-10-20

That the minutes of the Executive Committee meeting dated March 16, 2020 be approved as printed.

CARRIED

It was noted that the Closed Session Minutes from February 10, 2020 would be considered under Item # 9 of the agenda.

4. UPDATE FROM THE CHAIR AND EXECUTIVE COMMITTEE

Foundation Chair Insinna reflected on the history of the Foundation and that the Foundation has made significant progress over the past year, including the development of a new Strategic Plan – 2020-2022, the drafting of updated By-Laws, a review of the historical files and an upcoming legal review. He thanked everyone for their participation over the past year.

5. DEPUTATIONS AND PRESENTATIONS

There were no deputations or presentations scheduled for the meeting.

6. ITEMS FOR APPROVAL

6.1 Updated Strategic Plan

Member Wood outlined that the Foundation's Strategic Plan Vision Statement refers to the Niagara Peninsula as our area of focus, as opposed to the NPCA's watershed and should be amended. Further, the Strategic Plan's Mission Statement should be amended to be consistent with the Letter's Patent by including areas of focus on conservation areas projects and programs, including museum projects at Ball's Falls Conservation Area.

**Moved by: C. Sharma
Seconded by: R. Foster**

Resolution: FND-BOD-11-20

That the Foundation's Vision outlined in the Strategic Plan 2020 – 2022, and referred to on the NPCF website, and in information materials be updated to focus on the entire NPCA watershed.

That the Foundation's Mission outlined in the NPCF Strategic Plan 2020 –

2022 and referred to on the NPCF website and in information materials be updated to reflect including activities on conservation projects and programs, including museum projects.

CARRIED

6.2 Draft By-Law #8

Member Wood advised that the last Foundation By-Law #7 was approved on April 30, 2018. Member Wood outlined changes in Draft By-Law #8, in order to align the By-Law with current standards. Further, Draft By-Law #8 enables the Foundation to hold telephone and virtual meetings.

It was recommended by Member Wood that Draft By-Law #8 be approved, and that the Foundation further review their By-Laws upon proclamation of ***The Ontario Not-for-Profit Corporations Act***.

Moved by: C. Sharma
Seconded by: R. Foster

Resolution: FND-BOD-12-20

That the Board of Directors of the NPCF approve By-Law #8 dated May 7, 2020 and direct the Chair and Secretary-Treasurer to sign, seal and post the By-Law.

That By-Law #8 be reviewed upon proclamation of *The Ontario Not-for-Profit Corporations Act* in order to bring the By-Law into conformity with the legislation.

CARRIED

6.3 Financial Report – First quarter of 2020

Lise Gagnon, Foundation Assistant Treasurer reviewed the Financial Report for the Foundation's first quarter of 2020. Ms. Gagnon advised that the Financial Statements may require re-stating and she will consult with the Foundation's Auditor in this regard.

Moved by: G. Wood
Seconded by: R. Foster

Resolution: FND-BOD-13-20

That the Financial Report for the NPCF for the First Quarter of 2020 be approved by the Board of Directors.

CARRIED

6.4 Report on Financial Investments and Restricted Funds

As requested at the July 2019 meeting, Lise Gagnon presented a report regarding the Foundation's Financial Investments and Restricted Funds. The Members expressed their

thanks for this important and detailed work. Ms. Gagnon advised that additional work will be done and reported at a future meeting.

Moved by: C. Sharma
Seconded by: R. Foster

Resolution: FND-BOD-14-20

That the Report entitled Foundation Financial Investments and Restricted Funds be approved.

CARRIED

7. BUSINESS FOR INFORMATION

7.1 Foundation Presentation to the Conservation Authority

The Foundation was to appear as a deputation to the Authority Board in March 2020. This date will be re-scheduled around July or August of 2020. A copy of the Draft NPCF presentation to the NPCA Board of Directors was attached to the agenda and will be updated when the financial review is complete.

7.2 Draft 2019 Foundation Annual Report

Renee Bisson reviewed the Draft Foundation Annual Report and advised that it will be finalized when the 2019 Audit is complete. The Board thanked Renee and her team for an excellent Report.

Moved by: G. Wood
Seconded by: C. Sharma

Resolution: FND-BOD-15-20

That the Draft NPCF Annual Report be received for information.

CARRIED

7.3 Draft MOU – NPCA/NPCF

Member Sharman and Member Wood provided an update regarding the draft MOU between the NPCA and the NPCF. The final MOU will be presented to the June 25th Foundation Board meeting.

7.4 Foundation Programs and Projects Update

Renee Bisson provided a verbal update on Foundation projects and programs.

8. NEW BUSINESS

8.1 Discussion – Foundation Events

The Board discussed re-scheduling the “Meet and Greet Event at Bench Brewery” that was scheduled for April 29, 2020 and the WomEnchant Summer Solstice event. It is likely that these events will need to be re-scheduled in the fall of 2020.

8.2 Scheduling a June Meeting

The Board of Directors agreed to meet on June 25th from 10:00 a.m. to 12:00 noon to receive a presentation from the Auditor regarding the 2019 Audited Financial Statements, consider the 2020 Draft Budget and Workplan, approve potential 2020 projects and events and consider the Draft NPCA/NPCF Memorandum of Understanding.

8.3 Update on the NPCA’s Public Advisory Committee

Member Sharma outlined the purpose of the Authority’s Public Advisory Committee (PAC). The Foundation Board agreed that a linkage between the PAC and the Foundation would be beneficial and that the Chair and Secretary-Treasurer should present a Foundation overview to PAC in the near future.

9. CLOSED SESSION

Moved by: G. Wood
Seconded by: R. Foster

Resolution: FND-BOD-16-20

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

9.1 Consideration of the Closed Session minutes from February 10, 2020 regarding new Board Members.

9.2 Legal matters

CARRIED

Moved by: C. Sharma
Seconded by: R. Foster

Resolution: FND-BOD-17-20

That the Board of Directors reconvene in Open Session.

CARRIED

Moved by: R. Foster

Seconded by: C. Sharma

Resolution: FND-BOD-18-20

That the minutes of the NPCF Closed Session Meeting held February 10, 2020 held February 10, 2020 be approved as printed and

Further that the Board approve the legal matters discussed in Closed Session.

CARRIED

10. ADJOURNMENT

Moved by: R. Foster

Resolution: FND-BOD-19-20

That the May 7, 2020 NPCF Board of Directors' Meeting be adjourned at 4:02 p.m. to be reconvened on June 25, 2020 at 10:00 a.m.



Tom Insinna
Chair



D. Gayle Wood
Secretary-Treasurer