



**BOARD OF DIRECTORS  
MEETING FND–BOD-03-20  
Thursday June 11, 2020  
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 (Details to follow)***

**MINUTES**

Chair Insinna called the meeting to order at 10:03 am, welcomed all in attendance and provided 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.”

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The Chair introduced the Board Members at this meeting:

Robert Foster, Vice Chair  
Gayle Wood, Secretary-Treasurer  
Chandra Sharma, Board Member  
Tom Insinna, Chair

Member Mickey DiFruscio continues to recuperate, and the Chair wished him a speedy recovery.

Conservation Authority staff members attending this meeting throughout the call include:

Lise Gagnon, Director, Corporate Services and Assistant Treasurer to the Foundation  
Adam Christie, Director, Operations and Strategic Initiatives  
Alicia Powell, Manager, Conservation Area Services  
Gina Shaule, Administrative Assistant

As this was our second virtual meeting, authorized by Ontario Regulation 107/20 under The Emergency Management and Civil Protection Act, the Chair outlined a few procedures for the meeting.

The Chair further acknowledged and thanked NPCA staff members – Lise Gagnon, Renee Bisson, Adam Christie, Alicia Powell, Gina Shaule, Robert Petruzzo and Geoff Verkade for their assistance with this agenda, reports and video meeting logistics. Without their assistance, this meeting could not be held.

## 1.ADOPTION OF AGENDA

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The Chair advised that three items will be added to the agenda under New Business:

- Update on NPCF Audit
- Update on NPCF Bank
- Update on Invoices.

There were no requests to change the order of the agenda.

**Moved by: Member Foster**

**Seconded by: Member Sharma**

**Resolution: FND-BOD-20-20**

**That the Agenda for the NPCF Board of Directors' Meeting held June 11, be approved, as amended to include updates on the audit, bank and invoices under New Business.**

**CARRIED**

## 2. DECLARATION OF CONFLICTS OF INTEREST

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There were no declarations of interest at the meeting.

### 3. APPROVAL OF FOUNDATION MINUTES

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**Moved by: Member Foster**  
**Seconded by: Member Wood**

**Resolution No. FND-BOD-21-20**

**That the minutes of the NPCF Board of Directors meeting held May 7, 2020 be approved as printed.**

**CARRIED**

The Chair noted that the minutes from the Closed Session meeting on May 7, 2020 would be considered under agenda item #10 - Closed Session.

### 4. UPDATE FROM THE CHAIR

The Chair noted that he and Member Foster had been on the Foundation for over one year. He expressed his sincere thanks to those who have moved the Foundation forward during 2019 and 2020, particularly Authority staff, Lise Gagnon, Renee Bisson, Adam Christie, Alicia Powell, Gina Shaule and Rob Petruzzo. He also thanked Board Member Wood for her work as Secretary-Treasurer and for providing volunteer hours to update Foundation administrative files.

### 5. CORRESPONDENCE

Member Wood reviewed the retainer letter from the Foundation's Auditor as well as a letter to Lise Gagnon, Assistant Treasurer, outlining information needed to commence the 2019 audit.

**Moved by: Member Sharma**  
**Seconded by: Member Foster**

**Resolution No. FND-BOD-22-20**

**THAT the correspondence listed in the June 11, 2020 agenda for the NPCF be received for information.**

**CARRIED**

## 6. DEPUTATIONS AND PRESENTATIONS

The Chair outlined that there would be three presentations at the meeting:

6.1 Balls Falls Centre for Conservation – Gallery Project - Alicia Powell

6.2 Memorial Bench Program - Adam Christie

6.3 Proposed Fundraising Projects for 2020 - Gayle Wood and Adam Christie

The Board Members asked questions regarding the presentations and proposed projects. The Chair requested that the presentations be received and asked the staff to stay until agenda item 7.2 was discussed.

**Moved by: Member Sharma**

**Seconded by: Member Foster**

**Resolution No. FND-BOD-23-20**

**That the presentations by Adam Christie, Alicia Powell and Gayle Wood be received, with thanks.**

**CARRIED**

## 7. ITEMS FOR APPROVAL

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### 7.1 NPCF Managing Director

After operating the Foundation for over a year without dedicated staff, the Chair recommended that the Foundation appointed Gayle Wood as the volunteer Managing Director until we can secure part time staff. This more accurately reflects her current duties with both administration and management of the Foundation.

**Moved by: Member Sharma**

**Seconded by Member Foster**

**Resolution No. FND-BOD-24-20**

**That the Foundation approve D. Gayle Wood as the Managing Director, in addition to the title of Secretary-Treasurer, until staffing can be secured to fill this function; and**

**Further that By-Law 8 be updated to reflect the position of Managing Director for the Foundation.**

**CARRIED**

## **7.2 Foundation Projects for 2020**

Further to the presentations earlier in the agenda, the Chair asked the Board Members to discuss the projects that they wish to adopt for 2020.

**Moved by Member Wood**

**Seconded by: Member Foster**

### **Resolution No. FND-BOD-25-20**

**That the Board of Directors approval the following as Foundation projects for 2020:**

- **Memorial Bench Program, and**
- **Directors' Donation Challenge; and**

**Further that the Foundation discuss Ball's Falls Conservation Area projects further with the NPCA.**

**CARRIED**

## **7.3 Foundation List of Directors and Officers**

The Chair requested Member Wood to review the List of Directors, Officers and staff for the Foundation since 1969 and the importance of retaining these records.

**Moved by Member Wood**

**Seconded by Member Foster**

### **Resolution No. FND-BOD-26-20**

**That the Foundation Registry of Directors, Chairs, Vice Chairs, Secretaries, Treasurers, staff and the current Board terms be received; and**

**Further that the 2019 and 2020 Form 1 - "Ontario Corporation Initial Return/Notice be re-submitted to reflect updated information.**

**CARRIED**

## **8. BUSINESS FOR INFORMATION**

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There was no Business for Information for the meeting.

## **9. NEW BUSINESS**

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The Chair requested Lise Gagnon, NPCA Director, Corporate Services and Foundation Assistant Treasurer to provide several updates.

### **9.1 Update on the 2019 Audit**

Ms. Gagnon advised that the deadline for 2019 audit completions had been extended to September 2020. In speaking with the Foundation's Auditor, she recommended that the June 25<sup>th</sup> Foundation meeting be re-scheduled into July.

### **9.2 Update on the Foundation's Bank**

Ms. Gagnon provided an update regarding the TD Bank account, which is used for the Foundation's investment fund, and the BMO account, which contains a general account, Nevada account and a Wild Game Dinner account. She indicated that she now has full and complete access to the accounts in order to prepare for the Audit.

She further indicated that Board Members may be required to attend their local TD branch to provide their signatures for the investment account.

Further, Ms. Gagnon indicated that she may be recommending a review of bankers concurrent with a NPCA banking review.

A comprehensive report on the Nevada funds will be presented at the next Foundation Board meeting.

### **9.3 Update on Invoices**

After reviewing invoices, Ms. Gagnon recommended that the NPCA pay for the new Foundation laptop until a further review can be completed regarding the former Foundation laptop. In addition, Ms. Gagnon has recommended to the NPCA CAO that the Authority reimburse the Foundation for the Loud + Clear invoice in the amount of \$3,107.50.

**Moved by: Member Sharma**  
**Seconded by: Member Wood**

**Resolution No: FND-BOD-27-20**

**That the New Business items regarding updates on the 2019 audit, bank accounts and invoices presented by Lise Gagnon, Assistant Treasurer be received for information.**

**CARRIED**

## **10. CLOSED SESSION**

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**Moved by: Member Wood**  
**Seconded by: Member Foster**

**Resolution No. FND-BOD-28-20**

**That the NPCF meeting move into Closed Session at 12:18 p.m. for the purpose of:**

**10.1 Consideration of the Closed Session minutes from May 7, 2020 regarding legal matters; and**

**10.2 Legal matters pertaining to the Foundation's Letters Patent, Supplementary Letters Patent and Records/Register.**

**CARRIED**

Moved by: Member Foster  
Seconded by: Member Sharma

Resolution No. FND-BOD- 29-20

That the meeting reconvene in Open Session at 12:45 p.m. and report progress.

CARRIED

Moved by: Member Wood  
Seconded by: Member Sharma

Resolution No. FND-BOD-30-20

That the minutes of the NPCF Closed Session Meeting held May 7, 2020 be approved as printed.

CARRIED

Moved by: Member Foster  
Seconded by: Member Sharma

Resolution No. FND-BOD-31-20

That the Niagara Peninsula Conservation Foundation re-affirm its focus on programs outlined in the Letters Patent and Supplementary Letters Patent and adjust the Strategic Plan and website accordingly.

CARRIED

## 11. ADJOURNMENT

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Moved by Member Foster

Resolution No. FND-BOD-32-20

That the June 11, 2020 NPCF Board of Directors' Meeting be adjourned at 12:52 p.m. to be reconvened at the call of the Chair.

CARRIED



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Tom Insinna  
Chair



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D. Gayle Wood  
Secretary-Treasurer

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