



**BOARD OF DIRECTORS MEETING  
FND – BOD-04-20  
Thursday August 13, 2020  
10:00 a.m. to 12:30 p.m.  
Video Meeting**

**In accordance with Ontario Regulation 107/20  
made under  
*The Emergency Management and Civil Protection Act (Details to follow)***

**MINUTES**

Chair Insinna called the meeting to order at 10:00 a.m. with an indigenous acknowledgment. “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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Chair Insinna indicated that all Foundation Members were present, declared a quorum and especially welcomed Member Difruscio for joining his first meeting since his recovery. The Chair also welcomed the Auditor and NPCA staff to the meeting. Member Difruscio thanked the Foundation for the get-well gift sent to him.

The Chair outlined procedures for the meeting. Further he thanked NPCA staff for their contributions to the Board agenda.

**ROLL CALL**

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Board of Directors:

Tom Insinna, Chair  
Robert Foster, Vice Chair  
Gayle Wood, Managing Director/Secretary-Treasurer  
Mickey Difruscio  
Chandra Sharma

NPCA Staff

Lise Gagnon, NPCA Director, Corporate Services, NPCF Assistant Treasurer  
Gina Shaule, NPCA Administrative Assistant

## 1. ADOPTION OF AGENDA

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### 1.1 Addition of Items

The Chair recommended one addition to the agenda under New Business – a discussion on holding a Special September Board Meeting.

### 1.2 Change in Order of Items

There were no changes in order to the agenda.

### 1.3 Motion to approve Agenda

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

**Resolution No. FND-BOD-33-20**

**That the Agenda for the NPCF Board of Directors' Meeting held August 13, 2020 be approved as amended to include a discussion on holding a Board meeting In September.**

**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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### 3.1 Minutes of the NPCF Board of Directors dated June 11, 2020

### 3.2 Minutes of the June 11, 2020 Closed Session Meeting

The Chair advised that the Closed Session Minutes of the Board of Directors dated June 11, 2020 would be discussed in Closed Session.

**Moved by: Member Difruscio**  
**Seconded by: Member Wood**

**Resolution No. FND-BOD-34-20**

**That the minutes of the NPCF Board of Directors meeting held June 11, 2020 be approved as printed.**

## 4. UPDATE FROM THE CHAIR

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Chair Insinna indicated that he was very pleased to see the Foundation at this point of development and he thanked all Board Members and NPCA staff for their assistance in 2020. He commented on the state of the environment noting high water levels, beach erosion and watershed growth and how important it is for our Foundation to assist in preserving our environment. He stated that a focus on youth and leader education would be important in terms of achieving this objective.

## 5. CORRESPONDENCE

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5.1 Canada Revenue Agency Notice of (Re)Assessment dated July 16, 2020

5.2 Niagara Peninsula Conservation Authority re: Education Sessions for NPCA – NPC Foundation dated July 21, 2020

In relation to item 5.2, Member Sharma indicated that the Foundation will be invited to the September 17, 2020 NPCA Board of Directors' meeting commencing at 9:30 a.m. to provide a presentation on the Foundation.

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

**Resolution No. FND-BOD-35-20**

**That the correspondence listed in the August 13, 2020 meeting agenda of the NPCF be received for information; and**

**Further that the Chair and Managing Director/Secretary-Treasurer attend the Conservation Authority's September Board of Directors meeting to present a presentation on the Foundation.**

CARRIED

## 6. DEPUTATIONS AND PRESENTATIONS

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6.1 2019 Audited Financial Statements

The Chair introduced the Foundation's Auditors, Mr. Michell Dean, Senior Accountant and Ms. Trina Rubino from Root Bissonette Walker LLP and requested that they present the NPCF Audited Financial Statements for the Year Ended December 31, 2019.

During, and after the presentation, it was noted how helpful the work of Ms. Lise Gagnon, NPCA Director of Corporate Services and Foundation Assistant Treasurer had been during the audit

process.

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

**Resolution No. FND-BOD-36-20**

**That the presentation by Roots Bissonette Walker LLP regarding the NPCF Audited Financial Statements for the Year Ended December 31, 2019 be approved; and**

**Further that the Chair and Managing Director/Secretary-Treasurer be authorized to sign the 2019 Audited Financial Statements; and**

**Further that the 2019 Audited Financial Statements be posted on the Foundation's website and circulated to the Foundation's banking institutions.**

**CARRIED**

## **7. ITEMS FOR APPROVAL**

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### **7.1 NPCF Fund Status Report**

Ms. Lise Gagnon, NPCA Director, Corporate Services and NPCF Assistant Treasurer reviewed the Foundation's Fund Status Report. It was noted that the Foundation's Managing Director/Secretary-Treasurer will work with NPCA staff to forward a list of potential projects to be undertaken with Nevada funding for consideration at the September meeting.

Member Difruscio requested that the Chair contact him to discuss a potential project. He also requested an update regarding the status of signs for the Pollinator Gardens.

**Moved by: Member Sharma**  
**Seconded by: Member Difruscio**

**Resolution No. FND-BOD-37-20**

**That the Board of Directors approve the Fund Status Report, as presented by Ms. Lise Gagnon at the August 13, 2020 NPCF Meeting.**

**CARRIED**

### **7.2 Financial Report – Second Quarter of 2020 (attached)**

Ms. Lise Gagnon, NPCA Director, Corporate Services and NPCF Assistant Treasurer overviewed the Foundation's Second Quarter (Q2) Financial Report.

The Board noted that they were pleased with the Foundation's current financial situation.

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

**Resolution No. FND-BOD-38-20**

**That the Board of Directors approve the Second Quarter (Q2) Financial Report, as presented by Ms. Lise Gagnon at the August 13, 2020 NPCF Meeting.**

**CARRIED**

7.3 NPCF 2020 Draft Budget

Ms. Lise Gagnon, NPCA Director, Corporate Services and NPCF Assistant Treasurer and Ms. Gayle Wood, NPCF Managing Director/Secretary-Treasurer reviewed the Draft NPCF 2020 Budget.

**Moved by: Member Sharma**

**Seconded by: Member Foster**

**Resolution No. FND-BOD-39-20**

**That the Board of Directors receive the NPCF 2020 Draft Budget as presented at the August 13, 2020 meeting; and**

**Further that a final budget be prepared for review at the September Board meeting.**

**CARRIED**

7.4 Draft Memorandum of Understanding (MOU) – NPCA/NPCF

Ms. Chandra Sharma, NPCA Chief Administrative Officer/Secretary-Treasurer and NPCF Board Member and Ms. Gayle Wood, NPCF Managing Director/Secretary-Treasurer reviewed a Draft Memorandum of Understanding (MOU) regarding operations of the Foundation.

It was noted that staffing in-kind costs from the NPCA would change should the Foundation hire part-time staff. The Board agreed that estimated costs could be changed in the MOU without it requiring further approval by the Board.

**Moved by: Member Sharma**

**Seconded by: Member Wood**

**Resolution No. FND-BOD-40-20**

**That the Draft Memorandum of Understanding (MOU) between the NPCA and NPCF dated August 13, 2020 be approved by the Foundation's Board of Directors; and**

**Further that the Foundation Chair and Managing Director/Secretary-Treasurer be authorized to sign the MOU; and**

**Further that the Foundation Chair prepare a letter to the Chair and Board of Directors of the Niagara Peninsula Conservation Authority requesting their approval of the MOU.**

**CARRIED**

7.5 Final 2019 Annual Report

The Draft 2019 Annual Report was reviewed at the May 7, 2020 meeting of the Board of Directors. With the approval of the 2019 Audited Financial Statements, Revenue and Expenditure Charts will be added to the final Annual Report.

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

**Resolution No. FND-BOD-41-20**

**That the Board of Directors direct staff to insert Revenue and Expenditure Charts for 2019 into the 2019 Annual Report and post the report on the Foundation's website.**

**CARRIED**

## **8. BUSINESS FOR INFORMATION**

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8.1 Operational Update for the Second Quarter of 2020

Member Wood overviewed the Foundation's Second Quarter Operational Update noting the Foundation's significant list of accomplishments over the last six months.

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

**Resolution No. FND-BOD-42-20**

**That the Foundation's Second Quarter (Q2) Operational Update be received for information.**

**CARRIED**

## **9. NEW BUSINESS**

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9.1 Fundraising Initiatives

Vice Chair Foster requested that a discussion on future fundraising initiatives be added to the September Board agenda.

## 9.2 September Board of Directors Meeting

It was agreed to hold a special meeting of the **Board on September 10, 2020 from 10:00 to 12:00 noon** in order to discuss:

- Final 2020 budget;
- Nevada funded projects; and
- Fundraising strategy for Q3 and Q4 of 2020 and 2021.

## 10. CLOSED SESSION

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**Moved by: Member Difruscio**  
**Seconded by: Member Sharma**

**Resolution No. FND-BOD-43-20**

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

- 10.1 Consideration the Closed Session minutes from June 11, 2020; and**
- 10.2 Consideration of matters pertaining to Human Resources.**

**CARRIED**

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

**Resolution No. FND-BOD-44-20:**

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

**CARRIED**

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

**Resolution No. FND-BOD-45-20**

**That the minutes of the NPCF Closed Session Meeting held June 11, 2020 be approved as printed.**

**CARRIED**

Moved by: Member Foster  
Seconded by: Member Sharma

Resolution No. FND-BOD-46-20

That the human resources matter discussed in Closed Session at the August 13, 2020 meeting be approved by the Board of Directors.

CARRIED

## 10. ADJOURNMENT

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Moved by: Member Foster

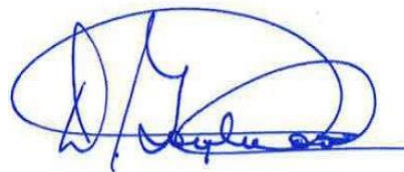
Resolution No. FND-BOD-47-20

That the August 13, 2020 NPCF Board of Directors' Meeting be adjourned at 12:20 p.m. to be reconvened during a Special Meeting on September 10, 2020 at 10:00 a.m. or at the call of the Chair.



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Tom Insinna  
Chair



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D. Gayle Wood  
Managing Director/  
Secretary-Treasurer