



— NIAGARA PENINSULA —
CONSERVATION FOUNDATION

**BOARD OF DIRECTORS MEETING
FND-BOD-08-20
Thursday December 10, 2020
9:00 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 December 10th meeting of the Niagara Peninsula Conservation Foundation to order at 9:04 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. He advised that Member DiFruscio was having technical issues and would join the meeting shortly. Members and staff at the meeting were:

Board of Directors:

Mickey DiFruscio
Robert Foster
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 indicated that there was a request to discuss the Budget in Closed Session as it contains human resource matters. Further there was a request to add an update regarding the *Ball's Falls Holiday Trail* to New Business.

Moved by: Member Sergenese
Seconded by: Member Foster
Resolution No. FND-BOD-72-20

That the Agenda for the NPCF Board of Directors' Meeting held December 10, 2020 be approved, as amended to include an update on *The Ball's Falls Holiday Trail* under New Business as well as a Closed Session discussion regarding the Budget, which will be moved ahead of Item 7.1 on the agenda.

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 October 8, 2020 meeting would be discussed in Closed Session at the December 10th meeting.

- 3.1 Minutes of the NPCF Board of Directors Meeting dated October 8, 2020
- 3.2 Minutes of the Special Board of Directors Meeting dated November 13, 2020

Moved by: Member Wood
Seconded by: Member Sharma
Resolution No. FND-BOD-73-20

That the minutes of the NPCF Board of Directors' meeting held October 8, 2020 be approved as printed.

CARRIED

Moved by: Member Foster
Seconded by: Member Sergenese
Resolution No. FND-BOD-74-20

That the minutes of the NPCF Special Board of Directors' meeting held November 13, 2020 be approved as printed.

CARRIED

4. UPDATE FROM THE CHAIR

Chair Insinna reflected on 2020 and the Foundation's accomplishments during the past year. He indicated that if we continue to work together, the Foundation will be successful as we move forward. He wished everyone a happy holiday season with their families and thanked the Board and staff for their hard work over the past year.

5. CORRESPONDENCE

51. Letter from Auditor – Roots Bissonette Walker LLP, Chartered Professional Accountants regarding 2019 Corporate Filing

5.2 Niagara Filed Naturalists

Moved by: Member Foster

Seconded by: Members Sharma

Resolution No. FND-BOD-75-20

That the correspondence listed in the December 10, 2020 meeting agenda of the NPCF be received for information.

CARRIED

6. DEPUTATIONS AND PRESENTATIONS

There were no depositions or presentations scheduled for this meeting.

7. ITEMS FOR APPROVAL

7.1 Draft 2021 NPCF Budget

Prior to discussion of Item 7.1, the Chair excused himself from the meeting and turned the chair over to Vice Chair Foster. Member DiFruscio joined the meeting during Closed Session.

Moved by: Member Wood

Seconded by: Member Sergenese

Resolution No. FND-BOD-76-20

That the Board move into Closed Session at 9:40 a.m. to discuss the 2021 Draft NPCF Budget given that it contains human resource information.

CARRIED

**Moved by: Member DiFruscio
Seconded by: Member Sergenese
Resolution No. FND-BOD-77-20**

That the Board rise from Closed Session at 10:55 a.m. and report progress.

CARRIED

**Moved by: Member Wood
Seconded by: Member Sergenese
Resolution No. FND-BOD-78-20**

That the NPCF Board approve the extension of the Executive Coordinator's contract for the period of January 1, 2021 to December 31, 2021 on a five day per week basis.

CARRIED

**Moved by: Member Sergenese
Seconded by: Member DiFruscio
Resolution No. FND-BOD-79-20**

That the Managing Director/Secretary-Treasurer prepare a report for the February 11, 2021 Meeting regarding the operation of other GTA Foundations.

CARRIED

**Moved by: Member Sergenese
Seconded by: Member DiFruscio
Resolution No. FND-BOD-80-20**

That the 2021 NPCF Budget, dated December 10, 2020 be approved with the removal of Authority funding in the amount of \$18,414.

CARRIED

7.2 Board Recruitment Process

Moved by: Member Wood

Seconded by: Member Sharma

Resolution No. FND-BOD-81-20

That the Board of Directors approve the Board Recruitment Process document dated December 10, 2020; and

Further that the document be placed on the NPCF website; and

Further that the Board Profile Assessment Report be forwarded to a 2021 Board Meeting for consideration when recruiting new Board Members.

CARRIED

7.3 NPCF Fundraising Strategy - 2021

Moved by: Member Wood

Seconded by: Member Sharma

Resolution No. FND-BOD-82-20

That the Board of Directors approve the NPCF 2021 Fundraising Strategy dated December 10, 2020, with the inclusion of a Bench Brewery and Wineries fundraising initiative.

CARRIED

7.4 Customer Relations Management and Grant Search Software

The Executive Coordinator reviewed options for fundraising and donor management software as outlined in her report.

Moved by: Member Wood

Seconded by: Member Sergenese

Resolution No. BOD-FND-83-20

That the Executive Coordinator's report on donor management software and a grant search database be received and the recommendations contained therein approved.

CARRIED

7.5 NPCF Education Program Funding Report

The Chair returned to the meeting at 11:25 a.m. and requested Member Wood to review the Education Program Report.

Moved by: Member Sergenese
Seconded by: Member Sharma
Resolution No. FND-BOD-84-20

That the NPCF Education Program Funding Report be received and the recommendations contained therein approved.

CARRIED

8. BUSINESS FOR INFORMATION

8.1 Statement of Operations and Fund Balances – Q3

The NPCA Director, Corporate Services/NPCF Assistant Treasurer reviewed the Foundation's Q3 Report on Finances.

Moved by: Member Wood
Seconded by: Member Sergenese
Resolution No. FND-BOD-85-20

That the Board of Directors receive the Foundation's third quarter Financial Report.

CARRIED

8.2 Executive Coordinator's Report

The Executive Coordinator provided a verbal update to the Board of Directors on her activities since the last meeting.

Moved by: Member Foster
Seconded by: Member Sergenese
Resolution No. FND-BOD-86-20

That the Executive Coordinator's verbal report dated December 10, 2020 be received for information.

CARRIED

8.3 2021 Meeting Schedule

The following schedule of meetings was proposed for 2021, generally from 10:00 a.m. to 12:00 noon:

February 11, 2021 – Board of Directors’ Meeting
April 8, 2021 – Annual Meeting followed by a Board of Directors
June 10, 2021 – Board of Directors
August 12, 2020 – Board of Directors
October 14, 2021 – Board of Directors
December 9, 2021 – Holiday Celebration and Board of Directors

Moved by: Member DiFruscio
Seconded by Member Foster
Resolution No. FND-BOD-87-20

That the Meeting Schedule for 2021 be received, acknowledging that additional meetings can be called by the Chair.

CARRIED

9. NEW BUSINESS

Member Wood indicated that the Executive Coordinator’s update under Item 8.2 resulted in no further discussion required under New Business regarding the ***Holiday Trail***.

Member DiFruscio recommended that the Directors’ Donation Challenge become an Annual Fundraising Event.

Member DiFruscio also reiterated the importance of requesting the Region to develop the landfill site into a Pollinator Garden and that he would donate \$200. toward this initiative. Chair Insinna reiterated that he would discuss this with the Region.

10. CLOSED SESSION

The Closed Session agenda had been moved to Item 7.1.

Moved by: Member Foster
Seconded by: Member Sharma
Resolution No. FND-BOD-88-20

That the minutes of the NPCF Closed Session Meeting held October 8, 2020 be approved as printed.

CARRIED

11. ADJOURNMENT

**Moved by: Member DiFruscio
Resolution No. FND-BOD-89-20**

That the December 10, 2020 NPCF Board of Directors' Meeting be adjourned at 11:57 a.m. to be reconvened on February 11, 2021 at 10:00 a.m. or at the Call of the Chair.



Tom Insinna, Chair



D. Gayle Wood, Managing Director/
Secretary-Treasurer