



**2021 ANNUAL MEETING  
FND-AM-01-21  
April 8, 2021  
9:00 a.m. to 10:00 a.m.**

**Video Meeting**

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

***MINUTES***

***“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.”***

**CALL TO ORDER AND ROLL CALL**

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Chair Insinna called the Annual Meeting to order at 9:05 a.m. by reading the Indigenous Acknowledgment. The Chair introduced the Board Members, staff and guests present.

**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  
Adam Christie, NPCA Director, Operations and Land  
Andrea Crosby-DiCenso, NPCF Executive Coordinator

## GUESTS:

Brenda Johnson, NPCA Chair  
Andrew Walker, Root Bissonnette Walker LLP

### 1. ADOPTION OF AGENDA

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1.1 Change in Order of Items

1.2 Motion to approve Agenda

**Moved by: Members Sergenese**

**Seconded by: Member Sharma**

**Resolution No. AM-01-21**

**That the Agenda for the NPCF Annual Meeting held April 8, 2021 be approved as printed.**

**CARRIED**

### 2. DECLARATION OF CONFLICT 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 Annual Meeting dated February 10, 2020

**Moved by: Member Foster**

**Seconded by: Member Wood**

**Resolution No. AM-02-21**

That the minutes of the NPCF Annual Meeting held February 10, 2020 be approved as printed.

**CARRIED**

#### **4. CORRESPONDENCE FROM THE NPCA**

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The resolution from the NPCA appointing Donna Cridland to NPCF Board was reviewed.

#### **5. NPCF BY-LAW UPDATE**

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Member Wood reviewed the proposed changes to the Foundation's By-Law #8 which would change the member appointments to the NPCF from the NPCA.

**Moved by: Member Wood**

**Seconded by: Member Sergenese**

**Resolution No. FND-AM-03-21**

**That the resolution from the NPCA dated March 19, 2021 appointing Donna Cridland to the NPCF Board in addition to Rob Foster be received; and**

**Further That Section 1 e., Section 2.01, and Section 3 b., of NPCF By-Law #8 be revised to state that “the Chair and Vice Chair of the Niagara Peninsula Conservation Authority, or their designates, shall be appointed by the members of the NPCA to be Directors on the NPCF Board on an annual basis. The NPCA Chief Administrative Officer/Secretary-Treasurer will report to the NPCF Board on a regular basis throughout their term in that position.”; and**

**Further that By-Law #8 be revoked on April 8, 2021 and that By-Law #9 be approved with the wording in this resolution and dated April 8, 2020.**

**CARRIED**

The Chair thanked Member Sharma for her service to the Foundation's Board and welcomed Member Cridland to the Board of Directors.

## 6. 2020 REPORT FROM THE CHAIR

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Chair Insinna provided highlights from the Foundation's 2020 Annual Report. He indicated that the report reflects both the challenges and successes that 2020 brought.

The Chair highlighted the **Directors Donation Challenge**, with sincere thanks to NPCA Chair Brenda Johnson for leading the Authority with her generous contribution.

The success of our **Giving Weekend** as part of **The Ball's Falls Holiday Trail** raised \$6,221 and resulted in a total of 319 registrations.

The Annual Report provided an in memoriam of the late **Rt. Hon. John Turner**, who sadly passed in the fall of 2020. The NPCF was grateful to have Mr. Turner attend our Gala events for the 4 years and it is hoped to continue the Gala in his honour, in the near future.

**Moved by: Member Foster**

**Seconded by: Member Sergenese**

**Resolution No. AM-04-21**

**That the 2020 NPCF Annual Report be approved for distribution to donors and posted on the Foundation's website.**

**CARRIED**

## 7. DEPUTATIONS AND PRESENTATIONS

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### 7.1 NPCF 2020 Audited Financial Statements

Lise Gagnon, NPCA Director, Corporate Services and Foundation Assistant Treasurer introduced the Auditor who presented the 2020 Audited Financial Statements.

**Moved by: Member Wood**

**Seconded by: Member Foster**

**Resolution No. AM-05-21**

**That the 2020 Audited Financial Statements for the year ended December**

**31, 2020 be approved, signed by the Chair and Treasurer, distributed to the Foundation's Bankers, and posted on the website.**

**CARRIED**

The Chair thanked the Auditor for the 2020 Audited Financial Statements, as well as thanked Lise Gagnon and her team for their financial assistance and dedication to the Foundation over the past year.

## **7. ADJOURN 2020 BUSINESS**

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The Chair concluded the official 2020 business and declared the Chair's position vacant. He expressed his thanks to the Board Members and Foundation and Authority staff for their assistance during the past year. In particular, he thanked the Foundation's Executive Coordinator, Andrea Crosby-DiCenso as well as Authority staff Lise Gagnon, Adam Christie and Alicia Powell for their partnership in working together for a better environment.

**Moved by: Member Cridland**

**Seconded by: Member DiFruscio**

**Resolution No. AM-06-21**

**That the 2020 Business Meeting for the Foundation adjourn at 9:45 a.m.;  
and**

**Further That the Chair and Officers' positions be declared vacate; and**

**Further That Ms. Lise Gagnon be appointed Chair Pro Temp to conduct the election of the 2021 Chair of the Niagara Peninsula Conservation Foundation.**

**CARRIED**

## 2021 BUSINESS

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### 1. APPOINTMENT OF THE 2021 BOARD OF DIRECTORS

Lise Gagnon assumed the position of Chair Pro Temp, called the 2021 Annual Meeting to order at 9:46 a.m. and requested the following resolution.

**Moved by: Member Foster**  
**Seconded by: Member Sergenese**

**Resolution No. AM-07-21**

**THAT the following individuals be appointed to the 2021 Niagara Peninsula Conservation Foundation with the ability to add additional Board Members in accordance with By-Law #9:**

**Donna Cridland**  
**Dominic (Mickey) DiFruscio**  
**Robert Foster**  
**Tom Insinna**  
**Mary Sergenese**  
**D. Gayle Wood.**

**CARRIED**

### 2. ELECTION OF THE CHAIR FOR 2021

The Chair Pro Temp outlined the following election procedures:

- A mover only is required for a nomination.
- The nomination will be called three times.
- Individuals nominated will have the opportunity to address the Board in reverse order of nomination.
- A mover and seconder are required to close nominations.

**Moved by: Member Foster**

**That Tom Insinna be nominated as Chair for the Niagara Peninsula Conservation Foundation for 2021.**

The nomination was called three times and Member Insinna allowed his name to stand for the position of Chair.

**Moved by: Member Wood**  
**Seconded by: Member Sergenese**

**Resolution No. AM-08-21**

**That nominations be closed for the position of Chair.**

**CARRIED**

Chair Insinna was congratulated as the NPCF Chair for 2021 and Ms. Gagnon turned over the meeting to the Chair.

### **3. ELECTION OF VICE CHAIR, SECRETARY AND TREASURER FOR 2021**

**Moved by: Member Sergenese**

**That Gayle Wood be nominated as Vice Chair for the NPCF for 2021.**

The nomination was called three times and Member Wood allowed her name to stand for the position of Vice Chair.

**Moved by: Member Foster**  
**Seconded by: Member Sergenese**

**Resolution No. AM-09-21**

**That nominations for the Vice Chair position be closed.**

**CARRIED**

Chair Insinna congratulated Member Wood on her acclamation as Vice Chair for 2021.

**Moved by: Member Wood**

**That Rob Foster be nominated for the position of Treasurer for 2021.**

The nomination was called three times and Member Foster allowed his name to stand for the position of Treasurer.

**Moved by: Member Wood**  
**Seconded by: Member Cridland**

**Resolution No. AM-10-21**

**That the nominations for the position of Treasurer for NPCF for 2021 be closed.**

**CARRIED**

Chair Insinna congratulated Member Foster on his appointment as 2021 Treasurer.

**Moved by: Member Sergenese**

**That Gayle Wood be nominated as the 2021 Secretary to the NPCF.**

The nomination was called three times and Member Wood allowed her name to stand for the position of Secretary.

The question was raised as to whether the same person can occupy the position of Vice Chair and Secretary. It was indicated that the By-Law did not prohibit this.

The Chair further requested if either Member Sergenese or Member Cridland would be interested in the Secretary's position. They both declined at this time.

**Moved by: Member Cridland  
Seconded by: Member Foster**

**Resolution No. AM-11-21**

**That the nominations for the position of Secretary be closed.**

**CARRIED**

Chair Insinna congratulated Member Wood on her appointment as the 2021 Secretary.

#### **4. APPOINTMENT OF ASSISTANT TREASURER FOR 2021**

**Moved by: Member Cridland  
Seconded by: Member Wood**

**Resolution No. AM-12-21**

**THAT Ms. Lise Gagnon, NPCA Director, Corporate Services be appointed 2021 Assistant Treasurer to the Niagara Peninsula Conservation Foundation.**

**CARRIED**



## 5. APPOINTMENT OF AUDITORS FOR 2021

**Moved by: Member Foster**  
**Seconded by: Member Sergenese**

**Resolution No. AM-13-21**

**THAT Root Bissonnette Walker LLP be appointed as the 2021 Auditors of the Niagara Peninsula Conservation Foundation.**

**CARRIED**

## 6. APPOINTMENT OF BANKERS FOR 2021

A review of the NPCF Bankers will be conducted in 2021 by Ms. Lise Gagnon and recommendations considered at a future meeting.

## 7. SCHEDULE OF 2021 MEETINGS

A schedule of meetings for 2021 was previously approved by the Board and posted on the website. Remaining meetings for 2021 are scheduled for 10:00 a.m. on June 10<sup>th</sup>, August 12<sup>th</sup>, October 14<sup>th</sup>, and December 9<sup>th</sup>.

## 8. ADJOURN

NPCA Chair Brenda Johnson thanked the Board for inviting her to attend the Annual Meeting. She indicated that she was pleased to provide her honourarium to the Foundation in 2020. The Board indicated that a cheque presentation and a media release regarding this gift would be appropriate.

**Moved by: Member Sergenese**

**Resolution No. AM-14-21**

**THAT the 2021 Annual Meeting of the Niagara Peninsula Conservation Foundation be adjourned at 10:10 a.m. to be immediately followed by a Foundation Board of Directors' Meeting.**



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**Tom Insinna**  
**Chair**



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**D. Gayle Wood**  
**Vice Chair/Secretary**