



— NIAGARA PENINSULA —
CONSERVATION FOUNDATION

BOARD OF DIRECTORS MEETING

FDN-BOD-05-22

December 19, 2022

1:00 p.m.

Video Meeting

DRAFT MINUTES

Chair Insinna called the meeting to order at 1:05 p.m. and recognized both Board members and NPCA staff present.

ATTENDANCE

BOARD OF DIRECTORS

Tom Insinna, Chair

Mike Balsom, Director

Donna Cridland, Treasurer

Barbara Greenwood, Vice-Chair

Diana Huson, Director

Rob Foster, NPCA Chair

NPCA

Lise Gagnon, Director, Corporate Services, NPCF Assistant Treasurer

Gina Shaule, NPCA Administrative Assistant

Chandra Sharma, CAO

Grant Bivol, Clerk

OTHERS PRESENT

Don Stewart, Armstrong Strategy Group

Carrie Zeffiro, Armstrong Strategy Group

1. ADOPTION OF AGENDA

1.1 Addition of items

1.2 Change in order of items

1.3 Motion to approve agenda

Resolution No. BOD-48-22:

Moved by: D. Cridland

Seconded by: B. Greenwood

THAT the agenda for the NPCF Board of Directors' Meeting FDN-BOD-05-22 held December 19, 2022, BE APPROVED.

CARRIED

2. DECLARATION OF CONFLICT OF INTEREST

There were no declarations of conflict of interest during this meeting.

3. APPROVAL OF FOUNDATION MINUTES

3.1 Approval of the NPCF Board of Directors Meeting's minutes dated November 3, 2022.

Resolution No. BOD-49-22:

Moved by: M. Balsom

Seconded by: D. Huson

THAT the minutes of the NPCF Board of Directors' Meeting FDN-BOD-04-22 held November 3, 2022, BE APPROVED.

CARRIED

4. COMMENTS FROM THE CHAIR

The Chair spoke on his attendance and presentation to the Niagara Peninsula Conservation Authority Board of Directors meeting on December 16, 2022.

5. COMMENTS FROM NPCA CHIEF ADMINISTRATIVE OFFICER

CAO Sharma thanked the Foundation Board for their efforts and dedication to the Foundation during this past term.

6. CORRESPONDENCE

There was no correspondence to be considered during this Meeting.

7. DEPUTATIONS AND PRESENTATIONS

There were no Deputations or Presentations at this Meeting.

8. ITEMS FOR INFORMATION

There were no Items for Information at this Meeting.

9. DISCUSSION ITEMS

9.1 NPCF Report to the Board of Directors RE: Contract Award – KPMG LLP – External Audit Services

Resolution No. BOD-50-22:

Moved by: B. Greenwood

Seconded by: M. Balsom

1. **THAT NPCF Report to the Board of Directors entitled Contract Award – KPMG LLP – External Financial Audit Services BE RECEIVED.**
2. **THAT the Board APPROVES the NPCA External Financial Audit Services contract award to KPMG LLP for an annual upset limit of \$10,000 (plus non-recoverable HST) with an annual price escalation of 2% for a 3-year term (2022-2024) with two (2) one-year extensions.**
3. **THAT staff BE AUTHORIZED to execute all necessary documents as appropriate.**

CARRIED

9.2 Appointment of Auditors for 2022

Resolution No. BOD-51-22:

Moved by: D. Huson

Seconded by: D. Cridland

THAT KPMG LLP BE APPOINTED as the 2022 Auditors for the Niagara Peninsula Conservation Foundation.

9.3 Draft of Fundraising Strategy Planning Study Report (Appended as confidential, this document will be circulated under separate cover.)

Resolution No. BOD-52-22:

Moved by: B. Greenwood

Seconded by: M. Balsom

1. **THAT the final Draft of Fundraising Strategy Planning Study Report (appended as confidential) BE APPROVED.**
2. **AND FURTHER THAT the Foundation sub-committee established at meeting # FDN-BOD-04-22 on November 3, 2022 WORK with staff to finalize and launch the Campaign Implementation Plan in 2023.**

CARRIED

9.4 Appointment to the NPCF Board of Directors

Resolution No. BOD-53-22:

Moved by: D. Huson

Seconded by: B. Greenwood

THAT with conclusion of the term for the Board of Directors of the NPCA, Board Member Donna Cridland BE REAPPOINTED to the NPCF Board of Directors as a citizen member effective January 1, 2023.

CARRIED

9.5 2023 NPCF Board of Directors Meeting Schedule

Resolution No. BOD-54-22:

Moved by: D. Cridland

Seconded by: B. Greenwood

THAT the meetings of the NPCF Board of Directors in 2023 BE SET for:

Thursday, February 2, 2023;

Thursday, April 6, 2023;

Thursday, July 6, 2023; and

Thursday, November 2, 2023.

CARRIED

10. NEW BUSINESS

There was no New Business at this Meeting.

11. CLOSED SESSION

There was no closed session at this Meeting.

12. ADJOURNMENT

Resolution No. BOD-55-22:

Moved by: D. Huson

Seconded by: B. Greenwood

1. THAT the FDN-BOD-05-22 meeting held December 19, 2022, BE ADJOURNED at 2:13 p.m.

2. AND FURTHER THAT the Board RECONVENE at the Chair's call.

CARRIED