



— NIAGARA PENINSULA —
CONSERVATION FOUNDATION

BOARD OF DIRECTORS MEETING

FND–BOD-04-21

June 10, 2021

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

MINUTES

The Chair called the meeting to order at 10:03 a.m., welcomed everyone and provided the 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.”

ROLL CALL

Board of Directors:

Donna Cridland
Mickey DiFruscio
Robert Foster, Treasurer
Tom Insinna, Chair
Mary Sergenese
Gayle Wood, Vice Chair/Secretary

NPCA/NPCF Staff

Chandra Sharma NPCA CAO/Secretary-Treasurer
Lise Gagnon, NPCA Director, Corporate Services, NPCF Assistant Treasurer
Andrea Crosby-DiCenso, NPCA Executive Coordinator

1. ADOPTION OF AGENDA

1.1 Addition of Items

Member Sergenese requested to provide the Board with a verbal update under Item #6 – Correspondence.

1.2 Change in Order of Items

1.3 Motion to approve Agenda

Resolution No. BOD-21-21:

Moved by: Member Wood

Seconded by: Member DiFruscio

That the Agenda for the NPCF Board of Directors' Meeting held June 10, 2021 be approved to include an update from Member Sergenese as Item 6.3.

CARRIED

2. DECLARATION OF CONFLICT OF INTEREST

There were no declarations at the meeting.

3. APPROVAL OF FOUNDATION MINUTES

3.1 Minutes of the NPCF Board of Directors Meeting dated April 8, 2021

3.2 Closed Session Minutes of the Board of Directors Meeting dated April 8, 2021

3.3 Minutes of the NPCF Special Board of Directors Meeting dated May 20, 2021

3.4 Closed Session Minutes of the Board of Directors Special Meeting dated May 20, 2021

Resolution No. BOD-22-21:

Moved by: Member Foster

Seconded by: Member Sergenese

That the minutes of the NPCF Board of Directors meeting and Closed Session Meeting held April 8, 2021 be approved as printed.

CARRIED

Resolution No. BOD-23-21:

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

That the minutes of the NPCF Special Board of Directors meeting and Closed Session Meeting held May 20, 2021 be approved as printed.

CARRIED

4. COMMENTS FROM THE CHAIR

Chair Insinna noted that two members of the Board would be stepping down in 2021, which is noted later in the agenda. He further indicated the importance of new Board recruitment to fill the vacancies.

5. COMMENTS FROM THE NPCA CHIEF ADMINISTRATIVE OFFICER

Chief Administrative Officer/Secretary-Treasurer, Chandra Sharma thanked the Foundation for their support of the Authority's application under the 20 million tree program. CAO Sharma provided the Board with a slide presentation on the Authority's current Strategic Planning process.

The Board thanked CAO Sharma, congratulated her on the strategic planning process and the Chair requested a copy of the Draft Plan when available.

6. CORRESPONDENCE

6.1 Letter from NPCA Chair Johnson

The letter from Authority Chair Johnson's regarding her quarterly donation was reviewed.

Resolution No. BOD-24-21:

**Moved by: Member Foster
Seconded by: Member DiFruscio**

That the correspondence from NPCA Chair Johnson listed in the FDN-BOD-04-21 meeting agenda be received; and

Further that Chair Johnson be sent a letter of thanks for her generous donation.

CARRIED

6.2 Letter of Resignation from NPCF Vice-Chair Wood

The letter from Vice Chair Wood indicating that she will, regrettably, be stepping down from the Foundation at year end was reviewed.

Resolution No. BOD-25-21:

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

That the correspondence from Vice Chair Wood listed in the FDN-BOD-04-21 meeting agenda be received; and;

Further that Vice-Chair Wood be thanked for her work, support, and contributions towards the Niagara Peninsula Conservation Foundation.

CARRIED

6.3 Verbal Update from Member Sergenese

Member Sergenese advised the Board that her term with the Foundation will end on September 10, 2021 and she will be leaving the Board at that time.

Resolution No. BOD-26-21:

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

That Member Sergenese be thanked for her many contributions to the Foundation during her tenure on the Board.

CARRIED

7. DEPUTATIONS AND PRESENTATIONS

There were deputations or presentations scheduled for this meeting.

8. COMMITTEE PRESENTATIONS

Chair Insinna stepped out of the meeting and requested Vice Chair Wood to chair the meeting.

8.1 The Gallery at Ball's Falls Centre for Conservation Capital Campaign

Campaign Co-Chair, Rob Foster will provide the Board with and update on the Capital Campaign and the Campaign Plan.

Resolution No. BOD-27-21:

**Moved by: Member Sergenese
Seconded by: Member DiFruscio**

That the minutes of the Gallery Capital Campaign FND-GCCC-01-21 be received by the Board of Directors.

CARRIED

Resolution No. BOD-28-21

**Moved by: Member Sergenese
Seconded by: Member Cridland**

That the Board of Directors approve The Gallery Capital Campaign Plan dated April 30, 2021, as amended to include a revised Public Launch date of Phase II in September, and a revised section of the Campaign Plan referring to a nature deficit.

CARRIED

9. ITEMS FOR APPROVAL

9.1 Revised Audited Financial Statement for the year Ended December 31, 2020

Treasurer Foster advised that an email to the Board of Directors on May 11, 2021 was circulated explaining that the Auditors found a minor error in in Statements for 2020. The updated Statements were circulated, and all Members of the Board provided their approval of the revisions via email. For the record, the Board considered and approved the following a formal resolution of the Revised Statement at this meeting.

Resolution No. BOD-29-21:

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

That the updated Audited Financial Statement for the year ended December 31, 2020 be approved.

CARRIED

9.2 NPCF Pledge and Commitment Forms

Member Sergenese reviewed and recommended approval by the Board six (6) forms for use by the Foundation: Third Party Events, Receipt Determination Template, Gift Agreement Form, Gift Commitment Form, Staff/Board Pledge Form, and Notice of Photography.

Resolution No. BOD-30-21:

**Moved by: Member Cridland
Seconded by: Member DiFruscio**

That the Board of Directors approve the use of the following forms for the Foundation: Third Party Events, Receipt Determination Template, Gift Agreement Form, Gift Commitment Form, Staff/Board Pledge Form, and Notice of Photography.

CARRIED

9.3 NPCF Recognition Grid

Member Sergenese reviewed and recommended approval by the Board of a proposed Donor Recognition Grid to be used for general fundraising and the Gallery Capital Campaign.

Resolution No. BOD-31-21:

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

That the Board of Directors approve the use of the proposed Donor Recognition Grid for the purposes of general fundraising and the Gallery Capital Campaign.

CARRIED

9.4 NPCF Critical Path

Member Sergenese and NPCF Executive Coordinator reviewed and recommended approval by the Board of a proposed Critical Path to be used to track all Foundation activities related to fundraising, initiatives, and events.

Resolution No. BOD-32-21:

**Moved by Member DiFruscio
Seconded by Member Cridland**

That the Board of Directors approve the use of the Critical Path for the purposes of tracking Foundation activities.

CARRIED

10. ITEMS FOR INFORMATION

10.1 NPCF Naming Grid

Member Sergenese and NPCF Executive Coordinator discussed a Naming Grid at Ball's Falls.

Resolution No. BOD-33-21:

Moved by: Member Foster
Seconded by: Member Cridland

That the Naming Grid at Ball's Falls prepared by Member Sergenese and NPCF Executive Coordinator, be received for information.

CARRIED

10.2 Foundation Q1 Financial Reporting

NPCA Director, Corporate Services, Lise Gagnon provided a verbal report to the Board of Directors relating to the finances from Q1.

Resolution No. FND-BOD-34-21:

Moved by: Member Foster
Seconded by: Member Sergenese

That the verbal update on Q1 finances provided by NPCA Director, Corporate Services, Lise Gagnon, be received for information.

Further that an electronic copy of Q1 finances be circulated to the Board of Directors following the June 10, 2021 meeting.

CARRIED

10.3 Executive Coordinator's Report

The Executive Coordinator's update was highlighted which included a First Quarter Report of activities and an updated Work Plan including some targets achieved.

Resolution No. FND-BOD-35-21:

Moved by: Member Cridland
Seconded by Member Sergenese

That the Executive Coordinator's Report dated June 10, 2021 be received for information.

CARRIED

11. NEW BUSINESS

There was no new business identified at the meeting.

12. CLOSED SESSION

Given that the Chair is required for the discussion on the Closed Session item, this matter will be directed to the August meeting for discussion.

13. ADJOURNMENT

Resolution No. BOD-36-21:

Moved by: Member Foster

That the FND-BOD-04-21 meeting be adjourned at 11:54 a.m.; and

Further that the Board reconvene at 10:00 a.m. on August 12, 2021 or at the call of the Chair.

CARRIED



**Tom Insinna
Chair**



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