



**2023 ANNUAL GENERAL MEETING
FDN-AGM-01-23
June 29, 2023
10:00 a.m. to 11:00 a.m.
Video Meeting
MINUTES**

Chair Insinna called the Annual General Meeting to order at 10:01 a.m.

1. ROLL CALL AND DECLARATION OF QUORUM

BOARD OF DIRECTORS

Mike Balsom
Donna Cridland
Rob Foster, Ex-Officio (departed 10:28 am)
Barbara Greenwood, NPCF Vice Chair
Brett Harrington
Diana Huson
Tom Insinna, NPCF Chair
Doug Wilson

GUEST: David Marks, Partner, Audit, KPMG LLP.

OTHERS

Lise Gagnon, NPCF Assistant Treasurer
Gina Shaule, NPCA Administrative Assistant
Jeffrey Sinibaldi, Manager, Strategic Business Planning & Public Relations NPCA
Chandra Sharma, NPCA Chief Administrative Officer

2. WELCOME- CHAIR

Chair Welcomed all Members.

3. APPROVAL OF AGENDA

Agenda be amended to immediately address Presentation of the Audited Financial Statements for the Year Ended December 31, 2022 and 2022 Audit Findings Report, by

KPMG

Resolution No. AGM-01-23

Moved by: Member Greenwood

Seconded by: Member Balsom

THAT the agenda for the NPCF Annual General Meeting dated June 29, 2023 **BE APPROVED** as amended.

CARRIED

4. DECLARATIONS OF CONFLICT OF INTEREST

There were no declarations of interest at the meeting.

5. APPROVAL OF FOUNDATION MINUTES

5.1 Minutes of the NPCF Annual General Meeting dated April 7, 2022

Resolution No. AGM-02-23

Moved by: Member Greenwood

Seconded by: Member Balsom

THAT the minutes of the NPCF Annual Meeting held April 7, 2022 **BE APPROVED** as presented.

CARRIED

6. APPROVAL OF THE 2022 NPCF ANNUAL REPORT

6.1 The 2022 NPCF Annual Report

Resolution No. AGM-03-23

Moved by: Member Balsom

Seconded by: Member Greenwood

1. **THAT** the Draft NPCF 2022 Annual Report **BE APPROVED**.
2. **THAT** the final NPCF 2022 Annual Report **BE PUBLISHED** online and distributed widely.

CARRIED

7. PRESENTATION OF THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2022 AND 2022 AUDIT FINDINGS REPORT

Audited Financial Statements for the Year Ended December 31, 2022 and 2022 Audit Findings Report, presented by David Marks, KPMG. Members posed questions and discussion ensued.

Resolution No. AGM-04-23

Moved by: Member: Cridland
Seconded by: Member: Insinna

1. **THAT** presentation of the Audited Financial Statement for the Year Ended December 31, 2022 and 2022 Audit Findings Report **BE RECEIVED**.
2. **THAT** the Audited Financial Statement for the Year Ended December 31, 2022 and 2022 Audit Findings Report **BE APPROVED**.

CARRIED

8. APPOINTMENT OF THE BOARD OF DIRECTORS FOR THE UPCOMING YEAR

8.1 Confirmation of Directors and Officers for 2023

Chandra Sharma assumed the position of Chair Pro Temp and requested the following resolution:

Resolution No. AGM-05-23

Moved by: Member Huson
Seconded by: Member Greenwood

THAT the following individuals **BE APPOINTED** to the 2023 Niagara Peninsula Conservation Foundation with the ability to add additional Board Members in accordance with By-Law # 9:

- Mike Balsom
- Donna Cridland – NPCA appointment
- Barbara Greenwood
- Brett Harrington
- Diana Huson – NPCA appointment
- Tom Insinna
- Doug Wilson

CARRIED

9. ELECTION OF OFFICERS FOR THE UPCOMING YEAR

The Chair concluded the official 2022 business and declared the Chair's position vacant subsequent to the following resolution.

Resolution No. AGM-06-23

Moved by: Member Greenwood
Seconded by: Member Huson

1. **THAT** the Chair and Officers' positions **BE DECLARED** vacant.
2. **THAT** Ms. Chandra Sharma **BE APPOINTED** Chair Pro Temp to conduct the election of the 2023 Chair of the Niagara Peninsula Conservation Foundation.

CARRIED

9.1 ELECTION OF THE CHAIR FOR 2023

Moved by: Member Cridland

That Diana Huson be appointed 2023 Chair of The Niagara Peninsula Conservation Foundation.

Resolution No. AGM-07-23

Moved by: Member Greenwood

Seconded by: Member Cridland

THAT Diana Huson **BE APPOINTED** 2023 Chair of The Niagara Peninsula Conservation Foundation.

CARRIED

9.2 ELECTION OF THE VICE CHAIR FOR 2023

Moved by: Member Huson

That Barbara Greenwood be appointed 2023 Interim Vice-Chair of the Niagara Peninsula Conservation Foundation.

Resolution No. AGM-08-23

Moved by: Member Insinna

Seconded by: Member Balsom

THAT Barbara Greenwood **BE APPOINTED** 2023 Interim Vice-Chair of the Niagara Peninsula Conservation Foundation.

CARRIED

9.3 Election of the Treasurer and Assistant Treasurer for 2023

Moved by: Member Greenwood

Appointment of 2023 Interim Treasurer of the Niagara Peninsula Conservation Foundation.

Resolution No. AGM-09-23

Moved by: Member Huson

Seconded by: Member Greenwood

THAT Donna Cridland **BE APPOINTED** 2023 Treasurer of the Niagara Peninsula Conservation Foundation.

CARRIED

Appointment of the 2023 Assistant Treasurer of the Niagara Peninsula Conservation Foundation.

Resolution No. AGM-10-23

Moved by: Member Cridland

Seconded by: Member Insinna

THAT Ms. Lise Gagnon, NPCA Director of Corporate Services, **BE APPOINTED** as the 2023 Assistant Treasurer of the Niagara Peninsula Conservation Foundation.

CARRIED

Chandra Sharma vacated the chair and turned over the meeting to Chair Huson

10. APPOINTMENTS OF COMMITTEES FOR THE UPCOMING YEAR

10.1 Fundraising Campaign Committee

The Chair requested the following resolution, regarding the appointment of Members to the Fundraising Campaign Committee:

Resolution No. AGM-11-23

Moved by: Member Insinna

Seconded by: Member Greenwood

1. **THAT** the following individuals **BE APPOINTED** to the Fundraising Campaign Committee for 2023: Brett Harrington, Doug Wilson, Donna Cridland, and Mike Balsom.
2. **AND THAT** the Fundraising Campaign Committee meeting **BE CONVENED** on July 6, 2023 at 10 am. pending confirmation of availability.

CARRIED

10.2 Executive Committee

The Chair requested the following resolution regarding the appointment of members to the Executive Committee:

Resolution No. AGM-12-23

Moved by: Member Insinna

Seconded by: Member Wilson

THAT the following individuals **BE APPOINTED** to the Executive Committee 2023: Chair/Secretary, Vice Chair, Treasurer, Diana Huson, Barbara Greenwood, and Donna Cridland.

CARRIED

11. APPOINTMENT OF THE AUDITOR AND BANKER FOR THE UPCOMING YEAR

The Chair requested the following resolution regarding the appointment of Auditor and appointment of Banker for the Niagara Peninsula Conservation Foundation.

Resolution No. AGM-13-23

Moved by: Member Cridland

Seconded by: Member Balsom

1. **THAT** KPMG LLP **BE APPOINTED** as Auditor for 2023 for the Niagara Peninsula Conservation Foundation.
2. **THAT** Bank of Montreal **BE APPOINTED** as Banker for 2023 for the Niagara Peninsula Conservation Foundation.

CARRIED

12. APPROVAL OF BY-LAW NO. 10 BEING A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF NIAGARA PENINSULA CONSERVATION FOUNDATION

By-Law No. 10 being a By-Law Relating generally to the Conduct of the Affairs of NPCF.

Resolution No. AGM-14-23

Moved by: Member Wilson

Seconded by: Member Greenwood

THAT By-Law No. 10 being a by-law relating generally to the conduct of the affairs of Niagara Peninsula Conservation Foundation **BE READ** a first and second time and finally **APPROVED** this 29th day of June 2023.

CARRIED

13. NEW BUSINESS

13.1 2023 National Philanthropy Day Sponsorship Package

National Philanthropy Day Conference Sponsorship package options were discussed.

Resolution No. AGM-15-23

Moved by: Member Insinna

Seconded by: Member Cridland

THAT the 2023 National Philanthropy Day Sponsorship Package **BE RECEIVED** for consideration by the Board.

STAFF DIRECTION to consider two options of table sponsorship.

CARRIED

14. CLOSED SESSION FOR DISCUSSION ON PERSONAL MATTERS ABOUT AN IDENTIFIABLE INDIVIDUAL AND LABOUR RELATIONS, HUMAN RESOURCES OR EMPLOYEE NEGOTIATIONS

NPCF Annual General Meeting on June 29, 2023 proceed into Closed Session.

Resolution No. AGM-16-23

Moved by: Member Cridland
Seconded by: Member Balsom

THAT the meeting **PROCEED** into closed session at 11:18 a.m. for the purpose of discussion on:

- Personal matters about an identifiable individual relating to a donation to the Foundation; and
- Labour relations, Human Resources or employee negotiations relating to recruitment of NPCF staff.

Chair declared the conclusion of Closed Session at 11:30 a.m.

CARRIED

15. ADJOURNMENT

Chair Huson declared the 2023 Annual General Meeting of the Niagara Peninsula Conservation Foundation **BE ADJOURNED** at 11:31 a.m.