



— NIAGARA PENINSULA —
CONSERVATION FOUNDATION

Board of Directors Meeting Agenda

Date | Time 4/6/2023 11:00 AM | **Location** 250 Thorold Road, Welland

1. Adoption of Agenda

- 1.1. Addition of Items
- 1.2. Change in Order of Items
- 1.3. Motion to Approve Agenda

Recommended:

THAT the agenda for the NPCF Board of directors Meeting dated April 6, 2023,
BE APPROVED as presented.

2. Declarations of Conflict of Interest

3. Approval of Foundation Minutes

- 3.1. Approval of the NPCF Board of Directors Meeting Minutes dated February 2, 2023
- 3.2. Approval of the NPCF Major Giving Campaign Committee Meeting Minutes dated February 2, 2023

Page 1

Page 5

Recommended:

THAT the following minutes **BE ADOPTED:**

- NPCF Board of Directors Meeting Minutes dated February 2, 2023; and
- NPCF Major Giving Campaign Committee Meeting Minutes dated February 2, 2023.

4. Comments from the Chair

5. Comments from NPCA Chief Administrative Officer

6. Correspondence

6.1. Correspondence from the NPCA Appointing Diana Huson to NPCF Board

Page 8

6.2. Correspondence from the NPCA Appointing Donna Cridland to NPCF Board

Page 9

Recommended:

1. **THAT** the correspondence from the NPCA appointing Donna Cridland and Diana Huson to the NPCF Board **BE RECEIVED**.
2. **AND FURTHER**, having been previously appointed by the NPCF as a citizen Member to the Board, **THAT** Donna Cridland's status **BE HEREBY RE-DESIGNATED** as NPCA representative on the NPCF Board.

7. Deputations and Presentations

8. Consent items

9. Discussion Items

9.1 Board of Director Draft Terms of Reference

Page 10

Recommended:

THAT the Board **APPROVE** that the attached Draft Terms of Reference to be added to the Board Recruitment Package.

9.2 Verbal Discussion on St. John's Pond Opening Event

9.3 Verbal Update on Donations

9.4 Verbal Update on Staff Recruitment

10. New Business

11. Closed Session

11.1 Discussion on Identifiable Individual(s) - Board Recruitment

Recommended:

THAT the Board **PROCEED** into closed session at _____ a.m. for discussion on identifiable individual(s) in relation to Board Member Recruitment.

Recommended:

THAT the Board **RECONVENE** in open session at _____ a.m..

12. Adjournment

Recommended:

THAT this Meeting of the Niagara Peninsula Conservation Foundation **BE ADJOURNED** at _____ a.m./p.m..



— NIAGARA PENINSULA —
CONSERVATION FOUNDATION

BOARD OF DIRECTORS MEETING

FDN-BOD-01-23

February 2, 2023

11:00 a.m.

Hybrid Meeting

MINUTES

Chair Insinna called the meeting to order at 11:13 a.m. and recognized both Board Members and NPCA staff present.

ATTENDANCE

BOARD OF DIRECTORS

Tom Insinna, Chair

Mike Balsom, Director

Donna Cridland, Treasurer

Rob Foster, NPCA Chair

NPCA

Lise Gagnon, Director, Corporate Services, NPCF Assistant Treasurer

Gina Shaule, NPCA Administrative Assistant

Chandra Sharma, CAO

Grant Bivol, Clerk

ABSENT (WITH REGRETS)

Barbara Greenwood, Vice-Chair

Diana Huson, Director

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-01-23:

Moved by: Donna Cridland

Seconded by: Mike Balsom

THAT the agenda for the NPCF Board of Directors' Meeting FDN-BOD-01-23 held February 2, 2023, **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 December 19, 2022.

Resolution No. BOD-02-23:

Moved by: Mike Balsom

Seconded by: Donna Cridland

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

CARRIED

4. COMMENTS FROM THE CHAIR

The Chair spoke generally on prospects for the capital fundraising campaign.

5. COMMENTS FROM NPCA CHIEF ADMINISTRATIVE OFFICER

CAO Sharma indicated that all relevant updates would be addressed through items on the agenda.

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 2023 Draft Workplan – Discussion ensued with clerical amendments and clarification to various items in the workplan.

Resolution No. BOD-03-23:

Moved by: Donna Cridland

Seconded by: Mike Balsom

THAT the Niagara Peninsula Conservation Foundation 2023 Annual Workplan **BE APPROVED.**

CARRIED

- 9.2 Approval of NPCF Planning Study Report and Development and Donor Relations Officer Role and Responsibilities

Resolution No. BOD-04-22:

Moved by: Mike Balsom

Seconded by: Donna Cridland

1. **THAT** the Niagara Peninsula Conservation Foundation Planning Study Report dated January 25, 2023 as prepared by the Armstrong Strategy Group **BE APPROVED** to remain private and confidential.

2. **AND THAT** the Development and Donor Relations Officer Role and Responsibilities **BE APPROVED.**

CARRIED

- 9.3 NPCF 2023 Board of Directors Recruitment Process – CAO Sharma spoke and discussion ensued in respect of seeking Directors from Haldimand and Hamilton, the number of additional Directors to be sought, potential candidates, outreach initiatives and donations from Directors.

Resolution No. BOD-05-22:

Moved by: Donna Cridland

Seconded by: Mike Balsom

1. **THAT** the NPCF Board Recruitment Process document dated February 2, 2023 **BE ADOPTED** and **IMPLEMENTED** effective immediately.

2. **AND THAT** staff **BE DIRECTED** to update the Board Skills Inventory.

CARRIED

- 9.4 Year-End Financial Update – Verbal by Lise Gagnon, NPCA Director, Corporate Services, NPCF Assistant Treasurer – Ms. Gagnon reviewed the financial report provided to Members who then posed questions.

Resolution No. BOD-06-22:

Moved by: Donna Cridland

Seconded by: Mike Balsom

THAT the 2022 Budget Variance Report document and verbal update by Lise Gagnon, NPCA Director, Corporate Services, NPCF Assistant Treasurer RE: Year-End Financials **BE RECEIVED.**

CARRIED

- 9.5 Bench Program, Events, and Balls Falls Gallery Update – Verbal by Adam Christie, NPCA Director, Conservation Areas – Mr. Christie presented and discussion ensued in respect of memorial (commemorative) benches, the Thanksgiving Festival, raffles, the Holiday Trail, the Ball's Falls Gallery and scanning boxes.

Resolution No. BOD-07-22:

Moved by: Mike Balsom

Seconded by: Donna Cridland

THAT the verbal update by Adam Christie, NPCA Director, Conservation Areas RE: Bench Program, Events, and Balls Falls Gallery **BE RECEIVED.**

CARRIED

10. NEW BUSINESS

- 10.1 Gala Event – The Board discussed alternatives to the golf tournament including the popularity of past wild game dinners. It was decided that Member Balsom would approach Niagara College to discuss a potential collaboration.

Resolution No. BOD-08-22:

Moved by: Donna Cridland

Seconded by: Mike Balsom

1. **THAT** the Board **DEFER** plans in 2023 for a golf tournament.
2. **AND THAT** staff **INVESTIGATE** possibility of a future gala event.

CARRIED

11. CLOSED SESSION

There was no closed session at this Meeting.

12. ADJOURNMENT

The Chair called Meeting FDN-BOD-01-23 held on February 2, 2023 adjourned at 12:29 p.m..



— NIAGARA PENINSULA —
CONSERVATION FOUNDATION

MAJOR GIVING CAMPAIGN MEETING

February 2, 2023

9:45 a.m.

Hybrid Meeting

250 Thorold Rd West, 3rd Floor, Welland, Board Room

MINUTES

Chair Insinna called the meeting to order at 9:45 a.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

Chandra Sharma, CAO

1. ADOPTION OF AGENDA

1.1 Addition of items

1.2 Change in order of items

1.3 Motion to approve agenda

Resolution No. MGC-01-23:

Moved by: T. Insinna

Seconded by: D. Cridland

THAT the agenda for the Major Giving Campaign Meeting FDN-MGC-01-23 held February 2, 2023, **BE APPROVED.**

CARRIED

2. DECLARATION OF CONFLICT OF INTEREST

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

3. CORRESPONDENCE

There was no correspondence to be considered during this Meeting.

4. DISCUSSION ITEMS

- 4.1 Draft of Fundraising Strategy Planning Study Report and Memo Re: NPCF Fundraising Strategy Planning Study Report - Staff provided a brief overview of final recommendations. It was noted that thank-you letters have been delivered to all those who were interviewed for the study. Committee Members provided additional suggestions.

Resolution No. MGC-02-23:

Moved by: D. Cridland

Seconded by: D. Huson

THAT the Draft Fundraising Strategy Planning Study Report and Memo Re: NPCF Fundraising Strategy - Planning Study Report **BE RECEIVED** and **PRESENTED** to Niagara Peninsula Conservation Foundation Board of Directors for approval.

CARRIED

- 4.2 Approval of NPCF Development and Donor Relations Officer Roles and Responsibilities

Resolution No. MGC-03-23:

Moved by: M. Balsom

Seconded by: D. Huson

THAT the NPCF Development and Donor Relations Officer Roles and Responsibilities **BE RECEIVED** and **PRESENTED** to Niagara Peninsula Conservation Foundation Board of Directors for approval.

CARRIED

- 4.3 Campaign Implementation Plan - Verbal by Chandra Sharma, NPCA CAO – The Committee provided direction to be included in the Campaign workplan by the Development and Donor Relations Officer. They also requested a review of the Foundation Giving Policy at its next meeting. The Committee confirmed additionally that the Fundraising Strategy must remain confidential and determined that recruitment for Campaign Volunteers should be separated from recruitment of the NPCF Board of Directors. The Committee endorsed the design of the Workplan with an aim to launch the Campaign in April or May. It was noted that Campaign Committee Volunteers preferred Thursday or Friday meetings.

Resolution No. MGC-04-23:

Moved by: Balsom

Seconded by: Huson

THAT the verbal update by Chandra Sharma, NPCA CAO Re: Campaign Implementation Plan **BE RECEIVED**.

CARRIED

5. BUSINESS FOR INFORMATION

There were no Items for Information at this Meeting.

6. NEW BUSINESS

There were no Items for Information at this Meeting.

9. NEW BUSINESS

Member Huson inquired about the Golf event as identified in the Foundation Workplan. Members identified a range of challenges related to a Golf fundraiser. Staff were asked to consider potential for a Gala event with some sort of conservation champion awards component May not be hosted in year 1 of planning as donor cultivation will take time. A donor cultivation event may be a good start leading up to a major Fundraiser.

10. CLOSED SESSION

There was no closed session at this Meeting.

11. ADJOURNMENT

The Chair called FND-MGC-01-23 meeting held February 2, 2023 adjourned at 10:50 a.m..



February 24, 2023

Chair Tom Insinna and Board
Niagara Peninsula Conservation Foundation
250 Thorold Rd West, 3rd Floor,
Welland, Ontario
L3C 3W2

SENT ELECTRONICALLY

Dear Chair Insinna and Board,

Please be advised that at its Annual General Meeting held on February 17, 2023, the Board of Directors of the Niagara Peninsula Conservation Authority adopted the following resolution:

Resolution No. FA-09-2023

THAT Diana Huson BE APPOINTED to the Niagara Peninsula Conservation Foundation for 2023.

CARRIED

Should you have any questions on this matter, please feel free to contact CAO, Chandra Sharma at csharma@npca.ca or 905-788-3135.

Sincerely,

A handwritten signature in black ink, appearing to read "Grant Bivol".

Grant Bivol
NPCA Clerk



March 27, 2023

Chair Tom Insinna and Board
Niagara Peninsula Conservation Foundation
250 Thorold Rd West, 3rd Floor,
Welland, Ontario
L3C 3W2

SENT ELECTRONICALLY

Dear Chair Insinna and Board,

Please be advised that pursuant to the Region's recent appointment of Donna Cridland as a Member of the Niagara Peninsula Conservation Authority(NPCA), the Board of Directors of the NPCA at its meeting of March 24, 2023, adopted Resolution No. FA-29-2023 which read in part:

THAT Donna Cridland BE APPOINTED to the Niagara Peninsula Conservation Foundation for 2023.

CARRIED

Should you have any questions on this matter, please feel free to contact CAO, Chandra Sharma at csharma@npca.ca or 905-788-3135.

Sincerely,

A handwritten signature in black ink, appearing to read "Grant Bivol".

Grant Bivol
NPCA Clerk



Founded in 1969, the Niagara Peninsula Conservation Foundation (NPCF) is a registered charity governed by a volunteer Board of Directors who are dedicated to raising funds that aid in the conservation of our natural environment for present and future generations.

The NPCF's current priorities include: Ecological Restoration to preserve the precious biodiversity of the unique ecosystems in our watershed; a Land Securement Strategy to ensure communities have sustainable access to protected conservation lands, parks and natural areas; Parks & Green Infrastructure to ensure inter-regional trails are accessible and safe for all; Education and Stewardship to promote the benefits of a relationship between people and nature and Investing in a Healthy Watershed and Health Communities.

MANDATE

The Board of Directors is responsible for setting the strategic direction of the Niagara Peninsula Conservation Foundation (NPCF) and establishing appropriate governance and risk management strategies to ensure delivery of the strategic objectives and outcomes, promotion of the NPCF Mission, protection of assets, and sustainable long-term growth and viability. It must conduct the affairs of the organization in accordance with approved policies and by-laws and uphold the NPCF values. The Board delegates responsibility for general management and supervision of the affairs and operations of the organization to NPCF staff. The Board supervises and evaluates staff execution of Board approved strategies and plans.

BOARD OF DIRECTORS RESPONSIBILITIES

The following are core responsibilities of the Board of Directors to ensure the successful governance of the organization:

1. Fundraising
 - 1.1 Ensure the Board of Directors understands the fundraising programs and support needed from the community.
 - 1.2 Assist in the raising of annual, capital and endowed funds.
- 2 Strategic Planning and Budgeting
 - 2.1 On a regular basis, work with NPCF Staff and NPCA management team to ensure NPCF's vision and values continue to be appropriate and to establish the strategies to be implemented and goals to be achieved in the upcoming period.
 - 2.2 Review and approve strategic objectives, annual operating plans and annual budget as submitted by Staff and are in line with the strategic direction and goals.
- 3 Governance and Operational Risk Management
 - 3.1 Ensure that the NPCF complies with its governing documents, objects and purposes as defined in its incorporating documents and Consolidated By-laws.
 - 3.2 Review the organization's internal control framework, performance reporting, policies and procedures and ensure there is a system for regular review of the effectiveness of its internal controls.
 - 3.3 Protect the assets and property and ensure that they are used to deliver the NPCF strategic objectives, including approved Investment Policy
 - 3.4 Evaluate exposure to Director and Officer liability issues and consider steps to minimize such risks. Ensure adequate insurance coverage.
 - 3.5 Review and approve asset acquisitions, divestitures and strategic partnerships and alliances or any other material transaction not in the ordinary course of business.
 - 3.7 Ensure the organization is in compliance with all relevant laws, regulations, reporting and contractual requirements by monitoring the systems and procedures management has established. The Board shall have reporting mechanisms in place to ensure management has complied with applicable legislations.
- 4 Staff Recruitment, Selection and Performance
 - 4.1 Oversee Staff recruitment, selection, objective setting, performance and compensation review, and succession planning.
- 5 Board Committees
 - 5.1 Establish appropriate committees of the Board. Review and approve committee mandates, composition and annual work plans.
 - 5.2 Ensure each committee reports its results back to the board at least once per year.
- 6 Director Recruitment, Development and Evaluation
 - 6.1 Recruit volunteers for specific campaigns

- 6.2 Recruit (under the leadership of Chair and Vice Chair) new Board members as needed.
- 6.1 Ensure an appropriate recruitment strategy for new board members, an orientation program for all new board members and a professional development strategy.
- 6.2 Review and assess board performance and individual director performance on an annual basis.

7 External Relationships and Media

- 7.1 Define a guideline pertaining to external roles and responsibilities of the Board and staff for relationships outside the organization including media relations.

DRAFT