

**MEETING NO:** # Governance & Risk Committee # 01 22

---

## MINUTES

A meeting of the Conservation Halton Governance & Risk Committee was held on Thursday, March 24 at 10:30 a.m. Via Zoom Video Conference.

Members Present: Mike Cluett  
Cathy Duddeck (Chair)  
Steve Gilmour  
Gordon Krantz  
Rory Nisan (Vice Chair)  
Gerry Smallegange  
Jean Williams

Absent with regrets: Bryan Lewis

Absent: Rick Di Lorenzo

Staff Present: Hassaan Basit, President & CEO/Secretary-Treasurer  
Adriana Birza, Manager, Office of the President & CEO  
Niamh Buckley, Administrative Assistant, Office of the President & CEO  
Jill Ramseyer, Director, Corporate Compliance  
Mark Vytvytskyy, Chief Operating Officer

Chair Cathy Duddeck called the meeting to order at 10:35 a.m.

### 1. Roll Call

### 2. Disclosure of Pecuniary Interest for Governance & Risk Committee Members

There were **NO** disclosures of Pecuniary Interest.

### 3. Acceptance of Agenda

**GC 01 01** Moved by: Gerry Smallegange  
Seconded by: Rory Nisan

THAT the Agenda **be accepted as distributed.**

*Carried*

### 4. Consent Items

- 4.1 Conservation Halton Board of Directors new term  
(GC 01 22 01)

The Consent items **were adopted.**

## 5. Action Items

- 5.1 2023 Chartered Directors Program for Conservation Halton Chair and Vice Chair  
(GC 01 22 02)

**GC 01 02**                      **Moved by:** Gerry Smallegange  
   **Seconded by:** Jean Williams

THAT the Governance & Risk Committee **recommends to the Conservation Halton Board of Directors that the Board Chair and Vice Chair elected at the Annual General Meeting in April 2023 enroll in and complete the Chartered Directors Program at the Directors College (the DeGroote School of Business) within the first two years following their appointment, along with the CEO and any other senior staff member(s) as deemed appropriate by the CEO.**

*Carried*

- 5.2 Review of Conservation Halton Board of Directors Per Diem  
(CHBD 01 22 03)

**GC 01 03**                      Moved by: Gerry Smallegange  
   Seconded by: Jean Williams

THAT the Governance & Risk Committee **reviews the current Conservation Halton Board of Directors per diem;**

And

THAT the Governance & Risk Committee **recommends to the Conservation Halton Board of Directors that the per diem rate be increased to \$150 per meeting effective January 1, 2023.**

*Carried*

## 6. In Camera

### 6.1 Legal Matter

**GC 01 04**                      Moved by: Jean Williams  
   Seconded by: Rory Nisan

THAT the Conservation Halton Board of Directors **move In Camera.**

*Carried*

**GC 01 05**

Moved by: Jean Williams  
Seconded by: Rory Nisan

THAT the Conservation Halton Board of Directors **reconvene in public forum;**

And

THAT the Conservation Halton Governance & Risk Committee **receives for information the staff report containing a summary of Conservation Halton's (CH) top enterprise risks.**

Gordon Krantz requested insurance rate comparators with other CA's. Jill Ramseyer, Director, Corporate Compliance will look into this and report back.

***Carried***

**7. Other Business**

There was **No** other business


**8. Adjournment**

**GC 01 06:**

Moved by: Gordon Krantz

THAT the Governance & Risk Committee **be adjourned at 11:05 p.m.**

***Carried***

Signed by:  Hassaan Basit, President & CEO/Secretary-Treasurer

Date: April 21, 2022