



## GOVERNANCE COMMITTEE 01 17

### MINUTES

A meeting of the Conservation Halton Governance Committee was held on Thursday, April 27, 2017, beginning at 1:00 pm at Crawford Lake CA, Deer Clan Longhouse.

Members Present: Joanne Di Maio  
Cathy Duddeck  
Gerry Smallegange  
Jim Sweetlove  
Jean Williams

Absent with regrets: John Vice

1. **Consent Items:**
  - 1.1 Roll Call & Mileage
  - 1.2 Acceptance of Agenda as distributed
  - 1.3 Acceptance of Revised Governance Committee Minutes dated November 22, 2016
  - 1.4 Committee Membership, Briefing Memo

The Consent Items were approved.

## 2. **Action Items**

### 2.1 **Election of Chair and Vice Chair**

Nominations for the position of Chair of the Governance Committee for 2017 were called.

It was Moved by Jean Williams that John Vice be nominated for the position of Chair for 2017. There were no other nominations.

John Vice was declared Chair by acclamation.

It was Moved by Cathy Duddeck that Joanne Di Maio be nominated for the position of Vice Chair for 2017. There were no other nominations.

Joanne Di Maio was declared Vice Chair by acclamation

### 2.2 **Approval of the Terms of Reference for the following Committees: CAO Review, Finance & Audit, Governance**

Discussion was held regarding consistency in formatting of each Terms of Reference.

**GC 01 01** Moved by: Cathy Duddeck  
Seconded by: Jim Sweetlove

THAT the Terms of Reference for the CAO Review Committee, Finance & Audit Committee and Governance Committee be approved as amended for consistency in formatting.

Carried

2.3 Draft Workplan for the Board of Directors. CAO/Secretary-Treasurer provided a presentation on identifying key board considerations and actions for the year. The Draft Workplan is attached to these Minutes.

#### 2.4 Update on Board Survey

CAO/Secretary-Treasurer provided a verbal update on the results of the Board Survey on start time and when to make the change.

**GC 01 02** Moved by: Cathy Duddeck  
Seconded: Gerry Smallegange

THAT the Governance Committee recommend to the Board of Directors that the time for the Board meetings to be 3:00 – 5:00 pm beginning Sept. 2017.

Carried

#### 3.0 Other Business

There was no Other Business

#### 4.0 Adjournment

**GC 01 03** Moved: Jean Williams

THAT the Governance Committee **adjourn at 2:00 pm.**

Carried

## **TERMS OF REFERENCE**

### **CAO Compensation Committee**

#### **Purpose:**

The purpose of the Compensation Committee is to advise the Conservation Halton Board of Directors on recommendations on the compensation for the CAO on an annual basis following a successful performance appraisal by the Chair.

#### **Mandate:**

The Committee will review CAO compensation to ensure it is in line with the external market, and remains competitive as a retention and motivation tool for performance and will make recommendations to the Board.

The committee will provide coaching resources and support for the CAO to ensure deliverables can be met. The committee can provide a resource for the CAO to help provide feedback and suggestions for the annual work plan.

To fulfill any other duties as assigned by the Board of Directors of Conservation Halton

#### **Frequency of Meetings:**

The committee will meet a minimum of 3 times annually:

- a. At the beginning of each new year, by the end of January.
- b. Mid-year review, by the end of June
- c. End of year, by end of November

#### **Staff Support:**

The Senior Director – People, Performance & Culture will act as an advisor and resource to the Committee, accountable for all records and documentation and ensuring consistency and compliance with Conservation Halton's policies and procedures.

#### **Membership:**

6 members: Chair, Vice Chair and 4 members representative of the Board composition



## **TERMS OF REFERENCE**

### **Finance and Audit Advisory Committee**

#### **Purpose:**

The purpose of the Finance and Audit Advisory Committee is to advise the Conservation Halton Board of Directors on the appropriate policies in the areas of finance and financial management.

#### **Mandate:**

The Finance and Audit Committee will operate in accordance with the approved Terms of Reference and provide recommendations to the Board of Directors of Conservation Halton.

1. To review the annual budget and long term budget forecast for Conservation Halton.
2. To review, annual audited financial statements and auditors' report and make applicable recommendations to the Board of Directors of Conservation Halton.
3. To establish and regularly review guiding principles and policies related to budget, purchasing, other financial matters.
4. To fulfill any other duties as assigned by the Board of Directors of Conservation Halton.

#### **Frequency of Meetings:**

The Committee will meet a minimum of 4 times annually:

- a) Mid April for the Audited Financial Statements
- b) June for the Preliminary Budget
- c) September for the Preliminary Budget Update
- d) October for the Budget Approval to the Board

#### **Staff Support:**

The Senior Director, Finance and Strategic Initiatives and Director, Finance will act as the advisors and resource to the Committee, accountable for all records and documentation and ensuring consistency and compliance with Conservation Halton's policies and procedures.

#### **Membership:**

7 members: Chair, Vice Chair and 5 members representative of the Board composition



## **TERMS OF REFERENCE**

### **Governance Committee**

#### **Purpose:**

The purpose of the Governance Committee is to advise the Conservation Halton Board of Directors on the appropriate policies and bylaws in the areas of governance of the Board

#### **Mandate:**

The Governance Committee will operate in accordance with the approved Terms of Reference and provide recommendations to the Board of Directors of Conservation Halton.

1. To recommend and regularly review, at a minimum on an annual basis, guiding principles, policies and bylaws related to Conservation Halton's Board of Directors and Committees and any amendments thereto.
2. The Governance Committee will approve the Finance and Audit Committee and the CAO Review Committee Terms of Reference.
3. To establish and conduct a Board evaluation process on an annual basis.
4. To fulfill any other duties as assigned by the Board of Directors of Conservation Halton

#### **Frequency of Meetings:**

The committee will meet a minimum of 3 times annually. Dates will be determined based on need.

#### **Staff Support:**

The CAO/Secretary-Treasurer will act as an advisor and resource to the Committee, accountable for all records and documentation and ensuring consistency and compliance with Conservation Halton's and Board of Directors policies and procedures.

#### **Membership:**

6 members: Chair, Vice Chair and 4 members representative of the Board composition