

Governance & Risk Committee Meeting - 01 22

Zoom Meeting:

<https://us02web.zoom.us/j/86145818367?pwd=TjNSOWtWNU84ZEQ5UjFnSmRxNXIxUT09> Meeting ID:
861 4581 8367 Passcode: 588842



Zoom Meeting



Start: Thursday, March 24, 2022 - 10:30am

End: Thursday, March 24, 2022 - 11:30am

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1. Roll Call
 2. Disclosure of Pecuniary Interest for Governance & Risk Committee Members
 3. Approval of Agenda
 4. Consent Items

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



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

5. Action Items

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



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

5.2. Review of Per Diem for Conservation Halton Board of Directors (GC 01 22 03)



Review of Conservation Halton Board of Directors Per Diem (GC 01 22 03)

6. In Camera

6.1. Legal Matter (GC 01 22 04)

7. Other Business

8. Adjournment

TO: Governance & Risk Committee

MEMO NO.: # GC 01 22 01

FROM: Hassaan Basit, President & CEO

DATE: March 24, 2022

SUBJECT: Conservation Halton Board of Directors new term

MEMO

Conservation Halton (CH) Board of Directors' new term in office will begin in February 2023 with the Inaugural Meeting. The appointees will be confirmed by the participating municipalities after the municipal elections in late 2022.

The table below highlights the CH Board of Directors turnover during the past two municipal elections with 36% in 2014 and 27% in 2018.

Municipality	Board Members appointment per Municipality 2014	Board Members appointment per Municipality 2015	% Turnover 2015	Board Members appointment per Municipality 2019	% Turnover 2019	Municipal apportionment
Notes: Name in red denote new member						
BURLINGTON	Sandra Morrison	Cllr. Marianne Meed Ward	32%	Mayor Marianne Meed Ward	26%	4
	Gerry Smallegange	Gerry Smallegange		Gerry Smallegange		
	John Taylor	Jim Sweetlove		Jim Sweetlove		
	John Vice	John Vice		Cllr. Rory Nisan		
HALTON HILLS	Cllr. Bryan Lewis	Cllr. Bryan Lewis		Cllr. Bryan Lewis		2
	David Kentner	Cllr. Moya Johnson		Cllr. Moya Johnson		
HAMILTON	Ian Dunlop	Ian Dunlop		Joanne Di Maio		3 (one vacancy)
	Ed Wells	Ed Wells		Zobia Jawed		
MILTON	Mayor Gordon Krantz	Mayor Gordon Krantz		Mayor Gordon Krantz		4
	Cindy Lunau	Cllr. Mike Cluett		Cllr. Mike Cluett		
	Cllr. Rick Malbouef	Cllr. Robert Duvall		Cllr. Rick Di Lorenzo		
				Cllr. Zeeshan Hamid		
REGION OF PEEL/MISSISSAUGA	Jean Williams	Jean Williams		Jean Williams		2
	Daniela Schulze	Cllr. Sue McFadden		Hamza Ansari		
Oakville	Keith Bird	Mayor Rob Burton		Mayor Rob Burton		4
	Cllr. Cathy Duddeck	Cllr. Cathy Duddeck		Cllr. Cathy Duddeck		
	Alan Johnston	Cllr. Allan Elgar		Cllr. Allan Elgar		
	Cllr. Allan Elgar	Cllr. Dave Gittings		Cllr. Dave Gittings		
Puslinch	Steve Gilmour	Steve Gilmour		Steve Gilmour		1

The newly appointed 2023 CH Board of Directors must comply with the changes to the CA Act imposed by the Province; Municipal Appointments Section 14 (1.1) & 14 (1.2)

14(1.1) At least 70% of a municipality's appointees must be municipal councillors, effective **January 1, 2023**

14(1.2) Municipality can apply to Minister to have percentage reduced; the decision is at the Minister's direction (including adding any conditions or restrictions).

The Office of the CEO of Conservation Halton will work with the participating municipalities through the Clerks' Offices to provide information necessary to recruit new Board members for the CH Board of Directors as soon as the new municipal councils will be sworn in (late 2022).

REPORT TO: Governance & Risk Committee

REPORT NO: # GC 01 22 02

FROM: Hassaan Basit, President & CEO

DATE: March 24, 2022

SUBJECT: 2023 Chartered Directors Program for Conservation Halton Chair and Vice Chair

Recommendation

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.**

Report

With the implementation required in 2023 of the CA Act changes to board member representation, Conservation Halton and the outgoing Chair of the Conservation Halton (CH) Board of Directors recommends that the incoming Chair and Vice-Chair of the Board of Directors attend a Board Governance and accountability program. The program offers a deep dive into the governance process and will enable more thoughtful and meaningful board engagement.

The Chartered Director Board Education program is a globally recognized, university-accredited professional designation. Founded in 2003, The Directors College is Canada's Gold Standard in Governance Education with a mission to advance transformative governance for the benefit of business and society, enabling their alumni to be forward thinking, values driven and change enabling.

The program is designed for those currently sitting on boards, senior executives who intend to serve on a board, and those who work with boards of directors.

Highlights of the program:

- Both virtual and in-person Modules are offered to candidates
- Modules are varied and engaging, combining lectures, interactive working sessions, and case studies.
- Foundational elements are the same between both programs, when it comes to the regulatory, technical and legal content.
- The Board Simulation, which is completely unique to The Directors College, includes professional actors to help you apply the lessons learned in lifelike simulations. It includes:
 - Putting into practice all your experiences and lessons from the previous four Modules.

- Participate as a board member at board and committee meetings as you experience a “day on the board” of the simulated corporation.
- Gain personal insight on how your board behaviour, and that of others, affects board processes and productivity.
- Evaluate other participants and provide valuable feedback.
- Flexible programming, as Modules 1–4 do not need to be taken in sequence.

The modules are focused on:

Module 1: Accountability and Change (September 14-17)

Module 2: Leadership and Strategy (April 21 – 23)

Module 3: Oversight and Finance (March 24 – 26 (Virtual) (June 2-4 In person)

Module 4: Effective Governance Under Complex Circumstances (September 29 – October 1 (In person) November 17 – 19 (Virtual)

Module 5: Board Simulation (TBC)

The dates for 2023 have not yet been published but the dates included above reflect 2022 which will likely be similar to the dates for 2023. Timings for each module are as follows:

Virtual:

Wednesday: 5:00pm – 6:30pm EST

Thursday: 10:00am – 6:30pm EST

Friday: 10:00am – 6:30pm EST

Saturday: 10:00am – 5:00pm EST

In-Person: (Venue to be confirmed)

Thursday: 3:00pm – 8:30pm EST

Friday: 8:30am – 8:30pm EST

Saturday: 8:30am – 4:00pm EST

Impact on Strategic Goals

This report supports the Momentum strategic priority striving for service excellence and efficiency.

Financial Impact

The cost of the program is as follows and will be covered by Conservation Halton:

- Virtual 5 module fee- \$19,665 (no tax) per person
- In person 5 module fee \$22,122 (no tax) per person

Signed & respectfully submitted:



Hassaan Basit
President & CEO/Secretary-Treasurer

FOR QUESTIONS ON CONTENT: Hassaan Basit, President & CEO, hbasit@hrca.on.ca

REPORT TO: Governance & Risk Committee

REPORT NO: # GC 01 22 03

FROM: Hassaan Basit, President & CEO

DATE: March 24, 2022

SUBJECT: Review of Conservation Halton Board of Directors Per Diem

Recommendation

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**

Report

Changes to the CA Act through Schedule 6 of Bill 229, under subsection 14(4) allow the Minister of Environment, Conservation and Parks to appoint an agricultural sector representative to each conservation authority.

The posting for this representative has been listed on the Government website and under remuneration offers the following:

Agricultural sector appointees will be offered remuneration on a per diem basis when appointed to a CA where per diems are offered to its municipally appointed members. The appointee of this CA is to be remunerated \$150 per diem according to Schedule A, Level 1 of the Agencies and Appointments Directive as they will be appointed to a CA that does remunerate its other members. Appointees are reimbursed for mileage and other reasonable expenses incurred while performing duties of this position in accordance with the Travel, Meal and Hospitality Expenses Directive.

We are recommending that the current per diem rate for CH members of \$75, which was last revised in June 2018, be increased to the same rate being offered to the Ministerial Agricultural Representative.

The Board Per Diem cost increase per year would be **\$13,350** with a revised rate to \$150 per meeting from the current \$75.

The table below shows the 2023 total Board budget impact of the increase in per diem payment to members at the new rate of \$150.

The estimated 2023 budget increase conservatively assumes CH holds eight Board meetings including May, all members attend and there is no overlap of meeting dates. The actual per diem cost for 2021 was \$8,350 with changes to meetings and member regrets so there will generally be some savings in this expense.

	Board	Governance & Risk	CEO Compensation	Finance & Audit	Total
Number of Members (Board & Committees)	18	6	4	6	
February to November	8				
March & November		2			
November			1		
April, June, November				3	
Number of Meetings per year	8	2	1	3	
Estimated Potential Per Diems per year	144	12	4	18	178
Estimated Annual Per Diem cost @ \$75 per meeting					\$ 13,350
Estimated Annual Per Diem cost @ \$150 per meeting					\$ 26,700
Increase in Per Diem cost					\$ 13,350

Impact on Strategic Goals

This report supports the Momentum strategic priority striving for service excellence and efficiency.

Financial Impact

There are no financial implications for the budget in 2022.

Signed & respectfully submitted:



Hassaan Basit
CEO/Secretary-Treasurer

FOR QUESTIONS ON CONTENT: Hassaan Basit, President & CEO, hbasit@hrca.on.ca