

Governance & Risk Committee Meeting - 01 22

Zoom Meeting:

<https://us02web.zoom.us/j/86145818367?pwd=TjNSOWtWNU84ZEQ5UUFnSmRxNXIxUT09> 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

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**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
<b>Notes: Name in red denote new member</b>						
<b>BURLINGTON</b>	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		
<b>HALTON HILLS</b>	Cllr. Bryan Lewis	Cllr. Bryan Lewis		Cllr. Bryan Lewis		2
	David Kentner	Cllr. Moya Johnson		Cllr. Moya Johnson		
<b>HAMILTON</b>	Ian Dunlop	Ian Dunlop		Joanne Di Maio		3 (one vacancy)
	Ed Wells	Ed Wells		Zobia Jawed		
<b>MILTON</b>	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		
<b>REGION OF PEEL/MISSISSAUGA</b>	Jean Williams	Jean Williams		Jean Williams		2
	Daniela Schulze	Cllr. Sue McFadden		Hamza Ansari		
<b>Oakville</b>	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		
<b>Puslinch</b>	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

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### 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









